

KALKSTEIN MICHAEL
Form 4
September 11, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KALKSTEIN MICHAEL

2. Issuer Name and Ticker or Trading Symbol
COOPER COMPANIES INC [COO]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
6140 STONERIDGE MALL
DRIVE, SUITE 590

3. Date of Earliest Transaction
(Month/Day/Year)
09/10/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

PLEASANTON, CA 94588

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 09/10/2012 | | M | | 17,500 | A | \$ 43.98 42,100 |
| Common Stock | 09/10/2012 | | M | | 10,000 | A | \$ 17.09 52,100 |
| Common Stock | 09/10/2012 | | M | | 7,500 | A | \$ 28.52 59,600 |
| Common Stock | 09/10/2012 | | S | | 35,000 | D | \$ 91.865 24,600 (1) |
| Common Stock | | | | | | | 0 |
| | | | | | | I | Pension Fund (2) |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | 8. An or Nu of 3 |
|---------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-employee Director Stock Option (Right to Buy) | \$ 43.98 | 09/10/2012 | | M | 17,500 | (3) 11/03/2013 | Common Stock | 17 |
| Non-employee Director Stock Option (Right to Buy) | \$ 17.09 | 09/10/2012 | | M | 10,000 | (4) 11/02/2018 | Common Stock | 10 |
| Non-employee Director Stock Option (Right to Buy) | \$ 28.52 | 09/10/2012 | | M | 7,500 | 11/02/2010 11/01/2019 | Common Stock | 7 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KALKSTEIN MICHAEL 6140 STONERIDGE MALL DRIVE SUITE 590 PLEASANTON, CA 94588 | X | | | |

Signatures

/s/ Michael H. Kalkstein 09/10/2012

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Sale price represents an average of sale prices ranging from \$91.60 to \$92.51.

(2) These shares are held by Mr. Kalkstein in a pension fund.

(3) Vests when average of closing prices during any 30 consecutive trading days after the date of grant reaches \$48.37.

(4) All shares granted under this option are currently exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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