

Andrews Brian G
Form 3/A
May 03, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Andrews Brian G | | (Month/Day/Year) | COOPER COMPANIES INC [COO] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | (Check all applicable) | 01/02/2013 |
| 6140 STONERIDGE MALL ROAD, SUITE 590 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | SVP, CFO & Treasurer | |
| PLEASANTON,Â CAÂ 94588 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 1,648 | D | Â |
| Common Stock | 283.25 | I | Roth IRA |
| Common Stock | 220.976 | I | Traditional IRA |
| Common Stock | 796.347 | I | Rollover IRA |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Employee Stock Option (Right to Buy) | Â (1) | 12/11/2023 | Common Stock | 2,396 | \$ 119.89 | D | Â |
| Employee Stock Option (Right to Buy) | Â (2) | 12/09/2024 | Common Stock | 2,567 | \$ 162.28 | D | Â |
| Employee Stock Option (Right to Buy) | Â (3) | 12/09/2025 | Common Stock | 3,356 | \$ 131.6 | D | Â |
| Employee Stock Option (Right to Buy) | Â (4) | 12/13/2026 | Common Stock | 2,841 | \$ 175.31 | D | Â |
| Employee Stock Option (Right to Buy) | Â (5) | 12/12/2027 | Common Stock | 2,159 | \$ 229.66 | D | Â |
| Employee Stock Option (Right to Buy) | Â (5) | 12/12/2027 | Common Stock | 1,727 | \$ 229.66 | D | Â |
| Employee Stock Option (Right to Buy) | Â (6) | 12/12/2027 | Common Stock | 1,779 | \$ 229.66 | D | Â |
| Restricted Stock Units | Â (7) | Â (8) | Common Stock | 166 | \$ 0 (9) | D | Â |
| Restricted Stock Units | Â (10) | Â (8) | Common Stock | 308 | \$ 0 (9) | D | Â |
| Restricted Stock Units | Â (11) | Â (8) | Common Stock | 570 | \$ 0 (9) | D | Â |
| Restricted Stock Units | Â (12) | Â (8) | Common Stock | 570 | \$ 0 (9) | D | Â |
| Restricted Stock Units | Â (13) | Â (8) | Common Stock | 555 | \$ 0 (9) | D | Â |
| Restricted Stock Units | Â (14) | Â (8) | Common Stock | 544 | \$ 0 (9) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Andrews Brian G 6140 STONERIDGE MALL ROAD, SUITE 590 PLEASANTON,Â CAÂ 94588 | Â | Â | Â SVP, CFO & Treasurer | Â |

Signatures

/s/ Brian G.
Andrews

05/03/2018

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 12/11/13 NQ Grant: The options will vest in equal increments over five years measured from the date of grant as follows: 1/5 shall vest on 12/11/14; 1/5 shall vest on 12/11/15; 1/5 shall vest on 12/11/16; 1/5 shall vest on 12/11/17; and 1/5 shall vest on 12/11/18.
- (2) 12/9/14 NQ Grant: The options will vest in equal increments over five years measured from the date of grant as follows: 1/5 shall vest on 12/9/15; 1/5 shall vest on 12/9/16; 1/5 shall vest on 12/9/17; 1/5 shall vest on 12/9/18; and 1/5 shall vest on 12/9/19.
- (3) 12/9/15 NQ Grant: The options will vest in equal increments over five years measured from the date of grant as follows: 1/5 shall vest on 12/9/16; 1/5 shall vest on 12/9/17; 1/5 shall vest on 12/9/18; 1/5 shall vest on 12/9/19 and 1/5 shall vest on 12/9/20.
- (4) 12/13/16 NQ Grant: The options will vest in equal increments over five years measured from the date of grant as follows: 1/5 shall vest on 12/13/17; 1/5 shall vest on 12/13/18; 1/5 shall vest on 12/13/19; 1/5 shall vest on 12/13/20 and 1/5 shall vest on 12/13/21.
- (5) 12/12/17 NQ Grant: The options will vest in equal increments on the first through the fifth anniversaries of the date of grant.
- (6) 12/12/17 Exec Grant-3 yr cliff: The grant will vest 100% on 2/1/2021.
- (7) Grant Date 12/11/13 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/15, 1/8/16, 1/8/17, 1/8/18 and 1/8/19.
- (8) RSU Expiration Date: This award has no expiration date. Units will either vest or be forfeit.
- (9) RSU Exercise Price: There is no exercise price associated with the grant of Restricted Stock Units.
- (10) 12/9/14 RSU Grant - Vesting Date: The grant vests in equal portions on the following dates: 1/8/16, 1/8/17, 1/8/18, 1/8/19 and 1/8/20.
- (11) 12/9/15 RSU Grant - Vesting Date: The grant vests in equal portions on the following dates: 1/8/17, 1/8/18, 1/8/19, 1/8/20 and 1/8/21.
- (12) 12/13/16 RSU Grant - Vesting Date: The grant vests in equal portions on the following dates: 1/8/18, 1/8/19, 1/8/20, 1/8/21 and 1/8/22.
- (13) 2/1/2017 RSU Grant - Vest Date: The grant vests 100% on February 1, 2020.
- (14) 12/12/17 RSU Grant - Vesting Date: The grant vests in equal portions on the following dates: 1/8/19, 1/8/20, 1/8/21, 1/8/22 and 1/8/23.

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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