

Cooper-Standard Holdings Inc.
 Form 4
 February 15, 2017

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 *
 Stephenson Keith Dwayne

2. Issuer Name and Ticker or Trading Symbol
 Cooper-Standard Holdings Inc.
 [CPS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 39550 ORCHARD HILL PLACE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/13/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive VP and COO

NOVI, MI 48375
 (City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)			
				(A) or (D)	Amount or Price					
Common stock ⁽¹⁾	02/13/2017		A		3,837 <u>(2)</u>	A	\$ 107.48	35,200	D	
Common stock	02/13/2017		F		1,228	D	\$ 107.48	33,972	D	

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)	Amount or Number of Shares
Employee stock options (right to buy) ⁽³⁾	\$ 107.48	02/13/2017		A	10,272	⁽⁴⁾ 02/13/2027	Common stock	10,272
Restricted Stock Units ⁽⁵⁾	⁽⁶⁾	02/13/2017		A	2,131	02/13/2020 ⁽⁷⁾ 02/13/2020	Common stock	2,131

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stephenson Keith Dwayne 39550 ORCHARD HILL PLACE NOVI, MI 48375			Executive VP and COO	

Signatures

/s/ Kristan L. Miller, on behalf of Keith D. Stephenson under Power of Attorney
Date: 02/15/2017

**Signature of Reporting Person

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).
- On March 20, 2014, the reporting person was granted 4,650 Performance Units (PU's) under the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan, as amended and restated, and the Cooper-Standard Automotive Inc. Long-Term Incentive Plan. The
- (1) performance goal is the company's return on invested capital (ROIC) for the three-year performance period. At the end of the performance period, the company had the option, at its discretion, to adjust the potential number of PU's that vested upwards or downwards based upon the performance goal achieved.
 - (2) This is the number of common shares received based upon the performance-goal achieved at the end of the performance period.
 - (3) These are time-restricted employee stock options (right to buy) granted to the reporting person under the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan, as amended and restated.
 - (4)

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Subject to the reporting person's continued employment with the company or its affiliate, one third of the options shall vest on each of the first three anniversaries of the grant date.

- (5) These are restricted stock units (RSU's) granted to the reporting person under the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan, as amended and restated.

The company, in its sole discretion, will settle such RSU's by electing either to (i) make an appropriate book entry in the reporting

- (6) person's name for a number of shares equal to the number of RSU's that have vested or (ii) deliver an amount of cash equal to the fair market value, determined as of the vesting date, of a number of shares equal to the number of RSU's that have vested.

- (7) Subject to the reporting person's continued employment with the company or its affiliate, these RSU's shall vest and no longer be subject to forfeiture on the third anniversary date of the grant.

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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