

Stephenson Keith Dwayne
Form 4
March 14, 2018

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)
03/12/2018

____ 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common stock	03/12/2018		M		2,756 A \$ 25.52	74,169 ⁽¹⁾	D
Common stock	03/12/2018		F		1,525 D \$ 122.79	72,644	D
Common stock	03/12/2018		M		20,800 A \$ 56.27	93,444	D
Common stock	03/12/2018		F		14,445 D \$ 122.79	78,999	D
Common stock	03/13/2018		S		16,000 D \$ 122.61	62,999	D

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee stock options (right to buy) ⁽³⁾	\$ 25.52	03/12/2018		M	2,756	⁽⁴⁾ 05/27/2020	Common stock 2,756
Employee stock options (right to buy) ⁽⁵⁾	\$ 56.27	03/12/2018		M	20,800	⁽⁶⁾ 02/19/2025	Common stock 20,800

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/ Joanna M. Totsky, on behalf of Keith D. Stephenson under power of attorney 03/14/2018

**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).

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- (1) This amount (and accordingly, each amount in this column 5) includes one share that was not previously reported due to a bookkeeping error.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$122.50 to \$123.28, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (2) These restricted stock options in respect of warrants were granted to the reporting person on May 27, 2010, under the 2010 Cooper-Standard Holdings Inc. Management Incentive Plan.
Subject to the reporting person's continued employment with the company or its affiliate, one-fourth of the restricted options in respect of warrants shall vest (i) on each of the first four (4) anniversary dates of the date of grant and (ii) upon the exercise of certain outstanding warrants that have been issued in respect of the Company's common stock. The number of options that will vest under clause (ii) will be based on a formula that is tied to the percentage of warrants that are exercised.
- (3) These restricted stock options were granted to the reporting person on February 19, 2015, under the 2011 Omnibus Incentive Plan, as amended and restated.
- (4) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.