Sheffield Holly R Form 3 July 18, 2018

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

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response...

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 * Sheffield Holly R

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

07/11/2018

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol COOPER COMPANIES INC [COO]

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O THE COOPER COMPANIES, INC., 6140 STORNERIDGE MALL ROAD. **SUITE 590**

(Street)

10% Owner Director _X__ Officer Other

(Check all applicable)

(give title below) (specify below) EVP, CSO

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

Person

Form filed by More than One

Reporting Person

PLEASANTON. CAÂ 94588

(City) (State) (Zip)

1. Title of Security (Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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. 5. Conversion Ownership or Exercise Form of Price of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Derivative

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	(1)	06/04/2028	Common Stock	17,528	\$ 226.3	D	Â
Restricted Stock Units	(2)	(3)	Common Stock	4,419	\$ <u>(4)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Sheffield Holly R C/O THE COOPER COMPANIES, INC. 6140 STORNERIDGE MALL ROAD, SUITE 590 PLEASANTON. CA 94588	Â	Â	Â EVP, CSO	Â	

Signatures

/s/ Holly R.
Sheffield

**Signature of Reporting Person

O7/17/2018

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) 6/4/18 NQ Grant (mod 2-5 anni vest): The options will vest in equal increments over five years measured from the date of grant as follows: 1/4 shall vest on 6/4/20; 1/4 shall vest on 6/4/21; 1/4 shall vest on 6/4/22 and 1/4 shall vest on 6/4/23.
- (2) 6/4/18 RSU Grant (mod 2-5 anni vest): The RSUs will vest in equal increments over five years measured from the date of grant as follows: 1/4 shall vest on 6/4/20; 1/4 shall vest on 6/4/21; 1/4 shall vest on 6/4/22 and 1/4 shall vest on 6/4/23.
- (3) RSU Expiration Date: This award has no expiration date. Units will either vest or be forfeit.
- (4) RSU Exercise Price: There is no exercise price associated with the grant of Restricted Stock Units.

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.

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