

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)

<p>1. Name and Address of Reporting Person *</p> <p>Andrews Brian G</p> <p>(Last) (First) (Middle)</p> <p>6140 STONERIDGE MALL ROAD, SUITE 590</p> <p>(Street)</p> <p>PLEASANTON, CA 94588</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/01/2018</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>COOPER COMPANIES INC [COO]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  SVP, CFO &amp; Treasurer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>01/02/2013</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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	^
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 <u>(1)</u>	12/11/2023	Common Stock	2,396	\$ 119.89	D	Â
Employee Stock Option (Right to Buy)	Â <u>(2)</u>	12/09/2024	Common Stock	2,567	\$ 162.28	D	Â
Employee Stock Option (Right to Buy)	Â <u>(3)</u>	12/09/2025	Common Stock	3,356	\$ 131.6	D	Â
Employee Stock Option (Right to Buy)	Â <u>(4)</u>	12/13/2026	Common Stock	2,841	\$ 175.31	D	Â
Employee Stock Option (Right to Buy)	Â <u>(5)</u>	12/12/2027	Common Stock	2,159	\$ 229.66	D	Â
Employee Stock Option (Right to Buy)	Â <u>(5)</u>	12/12/2027	Common Stock	1,727	\$ 229.66	D	Â
Employee Stock Option (Right to Buy)	Â <u>(6)</u>	12/12/2027	Common Stock	1,779	\$ 229.66	D	Â
Restricted Stock Units	Â <u>(7)</u>	Â <u>(8)</u>	Common Stock	166	\$ 0 <u>(9)</u>	D	Â
Restricted Stock Units	Â <u>(10)</u>	Â <u>(8)</u>	Common Stock	308	\$ 0 <u>(9)</u>	D	Â
Restricted Stock Units	Â <u>(11)</u>	Â <u>(8)</u>	Common Stock	570	\$ 0 <u>(9)</u>	D	Â
Restricted Stock Units	Â <u>(12)</u>	Â <u>(8)</u>	Common Stock	570	\$ 0 <u>(9)</u>	D	Â
Restricted Stock Units	Â <u>(13)</u>	Â <u>(8)</u>	Common Stock	555	\$ 0 <u>(9)</u>	D	Â
Restricted Stock Units	Â <u>(14)</u>	Â <u>(8)</u>	Common Stock	544	\$ 0 <u>(9)</u>	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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