

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>McBride Daniel G</u> (Last) (First) (Middle) <u>THE COOPER COMPANIES, INC.</u> <u>6140 STONERIDGE MALL ROAD, SUITE 590</u> (Street) <u>PLEASANTON CA 94588</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>COOPER COMPANIES INC [COO]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>12/20/2016</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, COO & Pres-CooperVision</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/20/2016		M		20,000	A	\$42.65	43,644	D	
Common Stock	12/20/2016		S		20,000	D	\$174.8196 ⁽¹⁾	23,644	D	
Common Stock								2,120	I	401(k) Plan

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Options (Right to Buy)	\$42.65	12/20/2016		M			20,000	(2)	10/24/2017	Common Stock	20,000	\$0	0	D

Explanation of Responses:

1. Sale price represents an average of the selling prices between \$174.39 and \$175.155.
2. One-fourth shall vest on the earlier of (a) 10/25/08 or (b) when the average closing price reaches \$47.77; one-fourth shall vest on the earlier of (a) 10/25/09 or (b) when the average closing price reaches \$51.18; one-fourth shall vest on the earlier of (a) 10/25/10 or (b) when the average closing price reaches \$55.45; and one-fourth shall vest on the earlier of (a) 10/25/11 or (b) when the average closing price reaches \$59.71. Average Closing Price is defined as the average of the closing prices of a share of common stock of the Company on the New York Stock Exchange (composite quotations, rounded to the nearest whole cent) for the days on which the common stock is so traded, during any 30 consecutive calendar day period commencing on the date the specified stock target is achieved.

/s/ Daniel G. McBride12/21/2016

** Signature of Reporting PersonDate

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.