

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Lindell Jody S</u>  (Last) (First) (Middle) 6140 STONERIDGE MALL ROAD SUITE 590  (Street) PLEASANTON CA 94588  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>COOPER COMPANIES INC [ COO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/01/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	04/01/2019		S		2,263	D	\$296.1213 <sup>(1)</sup>	680	I	Jody S. Lindell SEP IRA
Common Stock	04/01/2019		S		680	D	\$296.8021 <sup>(2)</sup>	0	I	Jody S. Lindell SEP IRA
Common Stock	04/01/2019		M		437	A	\$0	12,991	I	Matthews-Lindell Family Trust, dated July 23, 1991 as amended and restated
Common Stock	04/02/2019		S		437	D	\$297.09	12,554	I	Matthews-Lindell Family Trust, dated July 23, 1991 as amended and restated
Common Stock								0	D	
Common Stock								6,250	I	Jody S. Lindell Seperate Property Trust

**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						Title
Restricted Stock Units	(3)	04/01/2019		A		913		(4)	(5)	Common Stock	913	\$0	913	D	
Restricted Stock Units	(3)	04/01/2019		M		437		(6)	(5)	Common Stock	437	\$0	0	I	Matthews-Lindell Family Trust, dated July 23, 1991 as amended and restated

**Explanation of Responses:**

- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$295.4961 to \$296.4761. The reporting person undertakes to provide to The Cooper Companies, Inc., any security holder of The Cooper Companies, Inc., 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 ranges set forth in the footnotes to this Form 4.
- The sale price represents an average of sale prices between \$296.5461 and \$297.2261.
- RSU Exercise Price: There is no exercise price associated with the grant of Restricted Stock Units.
- NED RSU Grant 4/1/19: RSUs will vest and release on the first anniversary of the date of grant 4/1/2020.
- RSU Expiration Date: This award has no expiration date. Units will either vest or be forfeit.
- NED (prorated) RSU Grant 11/15/18: RSUs will vest and release on April 1, 2019.

/s/ Jody S. Lindell                      04/02/2019

\*\* Signature of Reporting Person      Date

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.**