Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D.C. | 20549 |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APP | ROVAL |
|--------------------|-----------|
| OMB Number: | 3235-0287 |
| Estimated average | burden |
| hours por rosponso | . 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

| Name and Address of Reporting Person* WEISS ROBERT S 2. Issuer Name and Ticke COOPER COMP | | | | | | | 000] | | (Check all applicable) X Director | | ting Person(s) to Issuer 10% Owner | | | |
|---|---|--|------------------|---|---|--------------------------|----------|---|------------------------------------|---|--|---|---|--|
| (Last) (First) (C/O THE COOPER COMPANIES, I 6101 BOLLINGER CANYON ROA | | 04/ | 01/20 | 020 | | saction (Month/Day/Year) | | | | 6 | below) | | below | |
| (Street) SAN RAMON CA 94583 | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) (State) (| Zip) | | | | | | | | | | . 6.66 | • | | |
| Tabl | e I - Non-Deriv | ative | Sec | uritie | es Ac | quired, | Dis | posed o | of, or Be | neficia | ally Owne | d | | |
| 1. Title of Security (Instr. 3) | Date | 2. Transaction Date (Month/Day/Year) | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | | | urities Acquired (A) or sed Of (D) (Instr. 3, 4 and 5) | | Benefici Owned | es ially Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | |
| | | | | | | Code | v | Amount | (A) or (D) | Price | Reporte Transac (Instr. 3 | tion(s) | | (Instr. 4) |
| Common Stock 04/01/2 | | /2020 | 2020 | | M | | 913 | A | (1) | 63 | ,722 | D | | |
| Common Stock | 04/01 | /2020 | | | | D | | 913 | D | \$273 | .05 62 | ,809 | D | |
| Common Stock | able II - Deriva | | | | | | | | | | | ,272 | I | Robert S. Weiss and Marilyn A. Weiss, Trustees of the Robert and Marilyn Weiss Trust dated 5/17/06 |
| 1. Title of 2. 3. Transaction Derivative Conversion Date | 2. Conversion or Exercise Price of Derivative (Month/Day/Year) (e.g., puts, or Central Street, or Conversion Date (Month/Day/Year) (Month/Day/Year) (e.g., puts, or Central Street, or Code (III) Execution Date, if any (Month/Day/Year) (Month/Day/Year) | | calls, warrants, | | , options, convei 6. Date Exercisable and Expiration Date (Month/Day/Year) | | able and | vertible securition | | 8. Price of Derivative Security (Instr. 5) | | Ownershi Form: ly Direct (D) or Indirec (I) (Instr. 4 | Beneficial Ownership (Instr. 4) | |
| | | Code | | | | Date Exercisab | | Expiration Date | Title | Amount or Number of Shares | 1 | | | |
| Phantom Stock \$0.00 04/01/2020 | | M | | 913 | | 04/01/202 | 20 | 04/01/2020 | Common Stock | 913 | (1) | 0.00 | D | |
| Restricted | | | | 989 | | | 21 | | Common | | | | | |

Explanation of Responses:

- 1. NED Phantom Stock 5/21/2019 Conversion Price: Each share of Phantom Stock is the common equivalent of one share of COO common stock. Awards will be settled in cash on 4/1/2020.
- 2. RSU Exercise Price: There is no exercise price associated with the grant of Restricted Stock Units.
- 3. RSU Expiration Date: This award has no expiration date. Units will either vest or be forfeit.

Remarks:

/s/ Robert S. Weiss

04/03/2020

** Signature of Reporting Person

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.