

OMB APPROVAL	
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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>KAUFMAN CAROL R</u>  (Last) (First) (Middle) 6140 STONERIDGE MALL DRIVE 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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Sec. &amp; Chief Gov. Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/08/2018</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	01/08/2018		M		882	A	\$0	44,801	D	
Common Stock	01/08/2018		F		467 <sup>(1)</sup>	D	\$0	44,334	D	
Common Stock	01/08/2018		M		725	A	\$0	45,059	D	
Common Stock	01/08/2018		F		384 <sup>(1)</sup>	D	\$0	44,675	D	
Common Stock	01/08/2018		M		536	A	\$0	45,211	D	
Common Stock	01/08/2018		F		285 <sup>(1)</sup>	D	\$0	44,926	D	

**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	(2)	01/08/2018		M		882		(3)	(4)	Common Stock	882	\$0	0	D	
Restricted Stock Units	(2)	01/08/2018		M		725		(5)	(6)	Common Stock	725	\$0	725	D	
Restricted Stock Units	(2)	01/08/2018		M		536		(7)	(4)	Common Stock	536	\$0	1,072	D	

**Explanation of Responses:**

- 1/8/2018 RSU Release: Shares withheld to cover applicable tax obligations. A FMV (closing price of the Company's common stock on 1/8/2018) of \$231.65 was used.
- RSU Exercise Price: There is no exercise price associated with the grant of Restricted Stock Units.
- Grant Date 12/12/12 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/14, 1/8/15, 1/8/16, 1/8/17 and 1/8/18.
- RSU Expiration Date: This award has no expiration date. Units will either vest or be forfeit.
- 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.
- RSU Expiration Date: This award has no expiration date. Units will either vest or be forfeit.
- 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.

/s/ Carol R. Kaufman

01/09/2018

\*\* 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.**