

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>Andrews Brian G</u>  (Last) (First) (Middle) 6140 STONERIDGE MALL ROAD, SUITE 590  (Street) PLEASANTON CA 94588  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/01/2018	3. Issuer Name and Ticker or Trading Symbol <u>COOPER COMPANIES INC [ COO ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SVP, CFO & Treasurer	5. If Amendment, Date of Original Filed (Month/Day/Year) 01/02/2013  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 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

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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: 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)	(1)	12/11/2023	Common Stock	2,396	119.89	D	
Employee Stock Option (Right to Buy)	(2)	12/09/2024	Common Stock	2,567	162.28	D	
Employee Stock Option (Right to Buy)	(3)	12/09/2025	Common Stock	3,356	131.6	D	
Employee Stock Option (Right to Buy)	(4)	12/13/2026	Common Stock	2,841	175.31	D	
Employee Stock Option (Right to Buy)	(5)	12/12/2027	Common Stock	2,159	229.66	D	
Employee Stock Option (Right to Buy)	(5)	12/12/2027	Common Stock	1,727	229.66	D	
Employee Stock Option (Right to Buy)	(6)	12/12/2027	Common Stock	1,779	229.66	D	
Restricted Stock Units	(7)	(8)	Common Stock	166	0 <sup>(9)</sup>	D	
Restricted Stock Units	(10)	(8)	Common Stock	308	0 <sup>(9)</sup>	D	
Restricted Stock Units	(11)	(8)	Common Stock	570	0 <sup>(9)</sup>	D	
Restricted Stock Units	(12)	(8)	Common Stock	570	0 <sup>(9)</sup>	D	
Restricted Stock Units	(13)	(8)	Common Stock	555	0 <sup>(9)</sup>	D	
Restricted Stock Units	(14)	(8)	Common Stock	544	0 <sup>(9)</sup>	D	

**Explanation of Responses:**

- 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.
- 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.
- 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.
- 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.
- 12/12/17 NQ Grant: The options will vest in equal increments on the first through the fifth anniversaries of the date of grant.
- 12/12/17 Exec Grant-3 yr cliff: The grant will vest 100% on 2/1/2021.
- 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.

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.

/s/ Brian G. Andrews

05/03/2018

\*\* 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 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).

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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