

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).

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

| OMB APPROVAL | |
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| 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. 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) Treasurer |
| | 3. Date of Earliest Transaction (Month/Day/Year) 01/08/2013 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 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 | 01/08/2013 | | M | | 338 | A | \$0 | 2,284 | D | |
| Common Stock | 01/08/2013 | | F | | 156 ⁽¹⁾ | D | \$0 | 2,128 | D | |
| Common Stock | 01/08/2013 | | M | | 337 | A | \$0 | 2,465 | D | |
| Common Stock | 01/08/2013 | | F | | 149 ⁽¹⁾ | D | \$0 | 2,316 | D | |
| Common Stock | 01/08/2013 | | M | | 337 | A | \$0 | 2,653 | D | |
| Common Stock | 01/08/2013 | | F | | 155 ⁽¹⁾ | D | \$0 | 2,765 | D | |
| Common Stock | 01/08/2013 | | M | | 267 | A | \$0 | 2,920 | D | |
| Common Stock | 01/08/2013 | | F | | 123 ⁽¹⁾ | D | \$0 | 2,642 | D | |
| Common Stock | | | | | | | | 393 | I | Rollover IRA |
| Common Stock | | | | | | | | 283 | I | Roth IRA |
| Common Stock | | | | | | | | 221 | I | Traditional IRA |

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 | \$0 ⁽²⁾ | 01/08/2013 | | M | | | 338 | (3) | (4) | Common Stock | 338 | \$0 | 0 | D | |
| Restricted Stock Units | \$0 ⁽²⁾ | 01/08/2013 | | M | | | 337 | (5) | (6) | Common Stock | 337 | \$0 | 338 | D | |
| Restricted Stock Units | \$0 ⁽²⁾ | 01/08/2013 | | M | | | 337 | (7) | (6) | Common Stock | 337 | \$0 | 675 | D | |
| Restricted Stock Units | \$0 ⁽²⁾ | 01/08/2013 | | M | | | 267 | (8) | (6) | Common Stock | 267 | \$0 | 800 | D | |

Explanation of Responses:

- Shares withheld to cover applicable tax obligations. A FMV (closing price of the company's common stock on 1/8/13) of \$96.04 was used.
- RSU Exercise Price: There is no exercise price associated with the grant of Restricted Stock Units.
- Grant Date 10/30/08 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/10, 1/8/11, 1/8/12 and 1/8/13.
- Grant Date 10/30/08 RSU Date Exp.: This award has no expiration date. Units will either vest or be forfeit

5. Grant Date 12/9/09 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/11, 1/8/12, 1/8/13 and 1/8/14.
6. RSU Expiration Date: This award has no expiration date. Units will either vest or be forfeit.
7. Grant Date 11/29/10 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/12, 1/8/13, 1/8/14 and 1/8/15.
8. Grant Date 12/14/11 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/13, 1/8/14, 1/8/15 and 1/8/16.

/s/ Brian G. Andrews

01/10/2013

** 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.