

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>McBride Daniel G</u> (Last) (First) (Middle) THE COOPER COMPANIES, INC. 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) <u>EVP, COO & Pres-CooperVision</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/22/2014</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	12/22/2014		M		10,000	A	\$80.51	26,244	D	
Common Stock	12/22/2014		S		10,000	D	\$162.9557 ⁽¹⁾	16,244	D	
Common Stock	12/22/2014		M		12,500	A	\$67.65	28,744	D	
Common Stock	12/22/2014		S		12,500	D	\$162.9557 ⁽¹⁾	16,244	D	
Common Stock								2,120	I	401(k) Plan

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
Stock Options (Right to Buy)	\$80.51	12/22/2014		M			10,000	(2)	02/21/2015	Common Stock	10,000	\$0	0	D	
Stock Options (Right to Buy)	\$67.65	12/22/2014		M			12,500	(3)	10/26/2015	Common Stock	12,500	\$0	0	D	

Explanation of Responses:

1. Sale price represents an average of the selling prices between \$162.55 and \$163.35.

2. The option vests if the Company's stock price achieves certain targets within specified timeframes as follows: one-fourth shall vest if Fair Market Value of the Company's stock achieves \$90.17, but not earlier than 8/22/05; one-fourth shall vest if Fair Market Value of the Company's stock achieves \$96.61, but not earlier than 8/23/06; one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$104.66 but not earlier than 8/22/07; and one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$112.71 but not earlier than 8/22/08. All options not otherwise vesting pursuant to the above timetable shall become exercisable on February 22, 2010.

3. The option vests if the Company's stock price achieves certain targets within specified timeframes as follows: one-fourth shall vest if Fair Market Value of the Company's stock achieves \$75.77, but not earlier than 5/1/06; one-fourth shall vest if Fair Market Value of the Company's stock achieves \$81.18, but not earlier than 5/1/07; one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$87.95 but not earlier than 5/1/08; and one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$94.71 but not earlier than 5/1/09. All options not otherwise vesting pursuant to the above timetable shall become exercisable on October 26, 2010.

/s/ Daniel G. McBride

12/23/2014

** 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.

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