

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>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) EVP, Sec. & Chief Gov. Officer |
| | 3. Date of Earliest Transaction (Month/Day/Year) 06/06/2016 | |
| 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 | 06/06/2016 | | M | | 10,357 | A | \$15.83 | 52,050 | D | |
| Common Stock | 06/06/2016 | | M | | 12,143 | A | \$42.65 | 64,193 | D | |
| Common Stock | 06/06/2016 | | S | | 12,143 | D | \$165.1102 ⁽¹⁾ | 52,050 | D | |
| Common Stock | 06/06/2016 | | S | | 10,357 | D | \$164.0354 ⁽²⁾ | 41,693 | D | |
| Common Stock | 06/07/2016 | | M | | 20,857 | A | \$42.65 | 62,550 | D | |
| Common Stock | 06/07/2016 | | M | | 6,143 | A | \$15.83 | 68,693 | D | |
| Common Stock | 06/07/2016 | | S | | 10,000 | D | \$162.3349 ⁽³⁾ | 58,693 | D | |
| Common Stock | 06/07/2016 | | S | | 17,000 | D | \$163.9178 ⁽⁴⁾ | 41,693 | 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 |
| Stock Options (Right to Buy) | \$15.83 | 06/06/2016 | | M | | | 10,357 | (5) | 10/29/2018 | Common Stock | 10,357 | \$0 | 6,143 | D | |
| Stock Options (Right to Buy) | \$42.65 | 06/06/2016 | | M | | | 12,143 | (6) | 10/24/2017 | Common Stock | 12,143 | \$0 | 20,857 | D | |
| Stock Options (Right to Buy) | \$42.65 | 06/07/2016 | | M | | | 20,857 | (6) | 10/24/2017 | Common Stock | 20,857 | \$0 | 0 | D | |
| Stock Options (Right to Buy) | \$15.83 | 06/07/2016 | | M | | | 6,143 | (5) | 10/29/2018 | Common Stock | 6,143 | \$0 | 0 | D | |

Explanation of Responses:

- Sale price represents an average sale price between \$165.00 and \$165.32.
- Sale price represents an average sale price between \$164.00 and \$164.21.
- Sale price represents an average sale price between \$162.21 and \$163.08.
- Sale price represents an average sale price between \$163.80 and \$164.00.
- Grant Date 10/30/08 NQ Date Exer.: One-fourth shall vest on the earlier of (a) 10/30/09 or (b) when the average closing price reaches \$17.73; one-fourth shall vest on the earlier of (a) 10/30/10 or (b) when the average closing price reaches \$19.00; one-fourth shall vest on the earlier of (a) 10/30/11 or (b) when the average closing price reaches \$20.58; one-fourth shall vest on the earlier of (a) 10/30/12 or (b) when the average closing price reaches \$22.16.
- All shares granted under this option are currently exercisable.

/s/ Carol R. Kaufman

06/07/2016

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.