FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL           |                                       |  |  |  |  |  |  |  |  |
|------------------------|---------------------------------------|--|--|--|--|--|--|--|--|
| OMB Number:            | 3235-0287                             |  |  |  |  |  |  |  |  |
| Estimated average burd | len                                   |  |  |  |  |  |  |  |  |
| hours per response:    | 0.5                                   |  |  |  |  |  |  |  |  |
|                        | OMB Number:<br>Estimated average burd |  |  |  |  |  |  |  |  |

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

|  |              |            |  |  |                                   |     |   | ,                           |   |  |                                  |   |   |   |   |  |   |  |  |
|--|--------------|------------|--|--|-----------------------------------|-----|---|-----------------------------|---|--|----------------------------------|---|---|---|---|--|---|--|--|
| Name and Address of Reporting Person*     Drury Mark J   |              |            |  |  |                                   |     |   |                             | cker or Tra                                       |  | Symbol<br>I <mark>NC.</mark> [ C |   | neck all appli<br>Directo   | or 10% Ow   |   | vner   |   |  |  |
| (Last) (First) (Middle) C/O COOPERCOMPANIES  |              |            |  |  |                                   |     | Earlie<br>)22   | st Tran                     | saction (N  | /lonth   | /Day/Year)                       |   | helow)  | (give title<br>General (                            | Counsel   | Other (s below) & Sec.                               | specify   |  |  |
| 6101 BO  | LLINGER      | CANYON ROA | 4 1  | 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable |                                   |     |   |                             |   |  |                                  |   |   |   |   |  | plicable  |  |  |
| (Street)   |              |            |  |  |                                   |     | umem  | i, Dale                     | or Origina  | ıı File  | u (Month)                        | Lin   | 6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person |   |   |  |   |  |  |
| SAN RAMON CA 94583   |              |            |  |  |                                   |     |   |                             |   |  |                                  |   |   |   | Form 1  | filed by Moi   |   | -  |  |
| (City)   | (Si          | tate)      | (Zip)                                      |  |                                   |     |   |                             |   |  |                                  |   |   | Person  |   |  |   |  |  |
|  |              | Tab        | le I - No                                  | n-Deriv  | /ative                            | Sec | uriti   | es Ac                       | quired  | , Dis  | sposed o                         | of, o   | r Ben   | eficia  | lly Owne  | d  |   |  |  |
| 1. Title of Security (Instr. 3)  |              |            | 2. Transaction<br>Date<br>(Month/Day/Year) |  | Execution Date,                   |     | Code (  | Transaction<br>Code (Instr. |   | 4. Securities Acquired (A)<br>Disposed Of (D) (Instr. 3, 4 |                                  |   | Benefici<br>Owned   | ties<br>cially<br>I Following                       | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)   | irect<br>direct<br>4)                                | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |  |  |
|  |              |            |  |  |                                   |     | v   | Amount                      | (A) or Pric                                       |  | Price                            | Reported Transaction(s) (Instr. 3 and 4)  |   |   |   | (Instr. 4)   |   |  |  |
| Common   | Common Stock |            |  |  |                                   |     |   |                             |   |  | 289                              | A \$  |   | \$0.00  | 1,761   |  | D   |  |  |
| Common Stock   |              |            |  | 01/08/2022   |                                   |     |   | М                           |   | 180  | 180 A \$                         |   | \$0.00  | 0 1,  | 1,941   |  |   |  |  |
| Common Stock   |              |            |  | 01/08/2022   |                                   |     |   |                             | М   |  | 228                              |   | A   | \$0.00  | ) 2,  | 2,169  |   |  |  |
| Common Stock   |              |            |  | 01/08/2022   |                                   |     |   | М                           |   | 218 A  |                                  | Α   | \$0.00  | ) 2,  | 387   | D  |   |  |  |
| Common Stock   |              |            | 01/08                                      | 01/08/2022   |                                   | 2   |   | M                           |   | 196  |                                  | Α   | \$0.00  | ) 2,  | 2,583   |  |   |  |  |
| Common Stock   |              |            |  | 01/08  | 01/08/2022                        |     |   |                             | F   |  | 76                               |   | D   | \$408.0   | 64 2,   | 2,507  |   |  |  |
| Common Stock   |              |            |  | 01/08/2022   |                                   |     |   | F                           |   | 79   |                                  | D   | \$408.0   | 64 2,   | 2,428   |  |   |  |  |
| Common Stock   |              |            |  | 01/08/2022   |                                   |     |   | F                           |   | 63 D S   |                                  | \$408.64 2  |   | 2,365   |   |  |   |  |  |
| Common Stock   |              |            |  | 01/08/2022   |                                   |     |   | F                           |   | 100  | 0 D \$4                          |   | \$408.0   | 64 2,   | 265   | D  |   |  |  |
| Common   | Stock        |            |  | 01/08  | /2022                             |     |   |                             | F   |  | 68                               | D \$408   |   | \$408.0   | 4 2,197   |  | D   |  |  |
|  |              | Т          | able II -                                  |  |                                   |     |   |                             |   |  | osed of<br>converti              |   |   |   | / Owned   |  |   |  |  |
| 1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security  (Instr. 3)  3. Transaction Date (Month/Day/Year)  3A. Deemed Execution Date, if any (Month/Day/Year) |              |            |  | 4.<br>Transa   | ransaction ode (Instr. ) Si A (// |     | rative<br>rative<br>rities<br>rired<br>r<br>osed<br>) | 6. Date Expiration          | Date Exercisa<br>Expiration Date<br>Month/Day/Yea |  | 7. Tit<br>Amo<br>Secu<br>Unde    | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative Secur<br>(Instr. 3 and 4) |   | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>derivative<br>Securities<br>Beneficial<br>Owned<br>Following<br>Reported<br>Transactio<br>(Instr. 4) | Owners<br>Form:<br>Direct (<br>or Indir<br>(I) (Inst | vnership<br>rm:                                     | Beneficial<br>Ownership<br>ct (Instr. 4) |  |
|  |              |            |  |  | Code                              | v   | (A)   | (D)                         | Date<br>Exercisal                                 |  | Expiration<br>Date               | Title   | 1 0   | Number<br>of<br>Shares                              |   |  |   |  |  |
| Restricted<br>Stock<br>Units   | \$0.00       | 01/08/2022 |  |  | М                                 |     |   | 228                         | (1)   | 1  | 12/13/2026                       | Com   |   | 228   | \$0.00  | 0.00   |   | D  |  |

Common

Stock

Common

Stock

Stock

Common

Stock

218

196

180

289

\$0.00

\$0.00

\$0.00

\$0.00

217

392

542

868

D

D

D

D

12/12/2027

12/11/2028

12/10/2029

12/08/2030

## **Explanation of Responses:**

\$0.00

\$0.00

\$0.00

\$0.00

 $1. \ Vests \ 229 \ share(s) \ on \ 08-Jan-2018, \ 228 \ share(s) \ on \ 08-Jan-2019, \ 228 \ share(s) \ on \ 08-Jan-2020, \ 228 \ share(s) \ on \ 08-Jan-2021, \ 228 \ share(s) \ on \ 08-Jan-2020, \ 228 \ share(s) \ on \ 08-Jan-2021, \ 228 \ share(s) \ on \ 08-Jan-2021$ 

218

196

180

289

(2)

(3)

(4)

(5)

- 2. Vests 218 share(s) on 08-Jan-2019, 218 share(s) on 08-Jan-2020, 218 share(s) on 08-Jan-2021, 218 share(s) on 08-Jan-2022, 217 share(s) on 08-Jan-2023
- $3. \ \ Vests \ 197 \ share(s) \ on \ 08-Jan-2020, \ 196 \ share(s) \ on \ 08-Jan-2021, \ 196 \ share(s) \ on \ 08-Jan-2022, \ 196 \ share(s) \ on \ 08-Jan-2024, \ 196 \ share(s) \ on \ 08-Jan-2024, \ 196 \ share(s) \ on \ 08-Jan-2024, \ 196 \ share(s) \ on \ 196 \ share(s) \ share(s) \ on \ 196 \ share(s) \ share(s) \ share(s) \ share(s) \ share(s)$
- 4. 20%/year over 5 years vest date beginning on 08-Jan-2020
- 5. 25%/year over 4 years Jan 8 vest date beginning on 08-Jan-2021

01/08/2022

01/08/2022

01/08/2022

01/08/2022

## Remarks:

Restricted

Restricted

Restricted

Restricted

Stock Units

Stock Units

Stock Units

Stock Units

/s/ Mark J. Drury

01/11/2022

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- ${}^{\star}$  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.