

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Auerbach Robert D</u> (Last) (First) (Middle) C/O 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 Officer (give title below) Other (specify below) X President, CSI
	3. Date of Earliest Transaction (Month/Day/Year) 01/08/2019	

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	01/08/2019		M		750	A	\$0	3,022	D	
Common Stock	01/08/2019		F		261 ⁽¹⁾	D	\$0	2,761	D	
Common Stock	01/08/2019		M		555	A	\$0	3,316	D	
Common Stock	01/08/2019		F		174 ⁽¹⁾	D	\$0	3,142	D	
Common Stock	01/08/2019		M		342	A	\$0	3,484	D	
Common Stock	01/08/2019		F		108 ⁽¹⁾	D	\$0	3,376	D	
Common Stock	01/08/2019		M		57	A	\$0	3,433	D	
Common Stock	01/08/2019		F		18 ⁽¹⁾	D	\$0	3,415	D	
Common Stock	01/08/2019		M		257	A	\$0	3,672	D	
Common Stock	01/08/2019		F		81 ⁽¹⁾	D	\$0	3,591	D	
Common Stock	01/08/2019		M		218	A	\$0	3,809	D	
Common Stock	01/08/2019		F		69 ⁽¹⁾	D	\$0	3,740	D	
Common Stock	01/08/2019		M		87	A	\$0	3,827	D	
Common Stock	01/08/2019		F		28 ⁽¹⁾	D	\$0	3,799	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
Restricted Stock Units	(2)	01/08/2019		M			750	(3)	(4)	Common Stock	750	\$0	0	D	
Restricted Stock Units	(2)	01/08/2019		M			555	(5)	(4)	Common Stock	555	\$0	554	D	
Restricted Stock Units	(2)	01/08/2019		M			342	(6)	(4)	Common Stock	342	\$0	684	D	
Restricted Stock Units	(2)	01/08/2019		M			57	(7)	(4)	Common Stock	57	\$0	969	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	Amount or Number of Shares				
Restricted Stock Units	(2)	01/08/2019		M			257	(7)	(4)	Common Stock	257	\$0	712	D	
Restricted Stock Units	(2)	01/08/2019		M			218	(8)	(4)	Common Stock	218	\$0	871	D	
Restricted Stock Units	(2)	01/08/2019		M			87	(8)	(4)	Common Stock	87	\$0	348	D	

Explanation of Responses:

- 1/8/2019 RSU Release: Shares withheld to cover applicable tax obligations. A FMV (closing price of the Company's common stock on 1/8/2019) of \$253.83 was used.
- RSU Exercise Price: There is no exercise price associated with the grant of Restricted Stock Units.
- 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.
- 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.
- 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.
- 12/13/16 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.
- 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/ Robert D. Auerbach, M.D. 01/09/2019

** 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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