SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]
 	
 RUBENSTEIN ALLAN E
 	
 (Last) (First) (Middle)
 6140 STONERIDGE MALL DRIVE
 SUITE 590
 (Street)
 PLEASANTON CA 94588
 (City) (State) (Zip)
	2. Issuer Name **and** Ticker or Trading Symbol
	 COOPER COMPANIES INC [COO]
	
	 3. Date of Earliest Transaction (Month/Day/Year)
	 03/13/2012
	
	 4. If Amendment, Date of Original Filed (Month/Day/Year)
		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
		 X Director 10% Owner
		     Officer (give title below) Other (specify below)
		
		 6. Individual or Joint/Group Filing (Check Applicable Line)
		 X 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	03/13/2012		S		1,000	D	$80.13[1]	15,398	D	
Common Stock	03/14/2012		S		1,000	D	$82	14,398	D	
Common Stock	03/14/2012		M		18,900	A	$57.87	33,298	D	
Common Stock	03/14/2012		S		18,900	D	$82.01[3]	14,398	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				
Stock Options (Right to Buy)	$57.87	03/14/2012		M			18,900	[2]	10/31/2016	Common Stock	18,900	$0	0	D	

Explanation of Responses:

1. Sale price represents an average of sale prices ranging from $80.07 to $80.15.

2. Vests when the average of the closing prices during any 30 consecutive trading days after the date of grant reaches $63.66 or on November 1, 2011, which ever is earliest.

3. Sale price represents an average of sale prices ranging from $82.00 to $82.04.

/s/ Allan E. Rubenstein, M.D.   03/14/2012

** Signature of Reporting Person   Date