

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>FOLDEN RODNEY</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) <u>VP & Corporate Controller</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/13/2012</u>	

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	09/13/2012		M		6,000	A	\$48.6	11,084	D	
Common Stock	09/13/2012		M		20,000	A	\$68.66	31,084	D	
Common Stock	09/13/2012		S		26,000	D	\$94.813 ⁽⁴⁾	5,084	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
Employee Stock Option (Right to Buy)	\$48.6	09/13/2012		M			6,000	(2)	02/01/2014	Common Stock	6,000	\$0	0	D		
Stock Options (Right to Buy)	\$68.66	09/13/2012		M			20,000		10/26/2009	10/25/2014	Common Stock	20,000	\$0	0	D	

Explanation of Responses:

- Sale price represents an average of the selling prices between \$94.73 and \$94.90
- Grant Date 2/2/04 Date Exer.: 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 \$54.43, but not earlier than 8/1/04; one-fourth shall vest if Fair Market Value of the Company's stock achieves \$58.32, but not earlier than 5/1/05; one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$63.18 but not earlier than 5/1/06; and one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$64.04 but not earlier than 5/1/07. All options not otherwise vesting pursuant to the above timetable shall become exercisable on October 26, 2008.

/s/ Rodney Folden 09/13/2012
 ** 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.

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.