

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-10** | Period of Report: **2013-01-08**
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REPORTING OWNER

Matz Gregory W

CIK: **1536574**

Type: **4** | Act: **34** | File No.: **001-08597** | Film No.: **13522872**

Mailing Address
*1 WHITE OAK WAY
NOVATO CA 94949*

ISSUER

COOPER COMPANIES INC

CIK: **711404** | IRS No.: **942657368** | State of Incorporation: **DE** | Fiscal Year End: **1031**
SIC: **3851** Ophthalmic goods

Mailing Address
*6140 STONERIDGE MALL
ROAD
SUITE 590
PLEASANTON CA 94588*

Business Address
*6140 STONERIDGE MALL RD
STE 590
PLEASANTON CA 94588
9254603600*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|--|---------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person Matz Gregory W | | | 2. Issuer Name and Ticker or Trading Symbol COOPER COMPANIES INC [COO] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP & CFO | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 01/08/2013 | | | | | |
| 6140 STONERIDGE MALL ROAD, SUITE 590 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person | | |
| (Street) PLEASANTON, CA 94588 | | | | | | | | |
| (City) | (State) | (Zip) | | | | | | |

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 | 01/08/2013 | | M | | 2,351 | A | \$ 0 | 3,604 | D | |
| Common Stock | 01/08/2013 | | F | | 1,282 ⁽¹⁾ | D | \$ 0 | 2,322 | D | |
| Common Stock | 01/08/2013 | | M | | 1,976 | A | \$ 0 | 4,298 | D | |
| Common Stock | 01/08/2013 | | F | | 1,032 ⁽¹⁾ | D | \$ 0 | 3,266 | 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 of Derivative Security: 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⁾ | 01/08/2013 | | M | | | 2,351 | ⁽³⁾ | ⁽⁴⁾ | Common Stock | 2,351 | \$ 0 | 4,703 | D | |

| | | | | | | | | | | | | | |
|------------------------|---------------------|------------|----------|--|-------|----------------|----------------|--------------|-------|------|-------|---|--|
| Restricted Stock Units | \$ 0 ⁽²⁾ | 01/08/2013 | <u>M</u> | | 1,976 | ⁽⁵⁾ | ⁽⁴⁾ | Common Stock | 1,976 | \$ 0 | 5,926 | D | |
|------------------------|---------------------|------------|----------|--|-------|----------------|----------------|--------------|-------|------|-------|---|--|

Explanation of Responses:

1. Shares withheld to cover applicable tax obligations. A FMV (closing price of the company's common stock on 1/8/13) of \$96.04 was used.
2. RSU Exercise Price: There is no exercise price associated with the grant of Restricted Stock Units.
3. Grant Date 11/29/10 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/12, 1/8/13, 1/8/14 and 1/8/15.
4. RSU Expiration Date: This award has no expiration date. Units will either vest or be forfeit.
5. Grant Date 12/14/11 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/13, 1/8/14, 1/8/15 and 1/8/16.

Remarks:

Amendment filed to correct Footnote number 5 - vesting information regarding Restricted Stock Units granted December 14, 2011.

Signatures

/s/ Gregory W. Matz

** Signature of Reporting Person

01/10/2013

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.