SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

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REPORTING OWNER

FOLDEN RODNEY

CIK:1277840

Type: 4 | Act: 34 | File No.: 001-08597 | Film No.: 13522902

ISSUER

COOPER COMPANIES INC

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

Mailing Address ROAD SUITE 590 PLEASANTON CA 94588 9254603600

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

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

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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 Addres	. 0	on *	2. Issuer Name and Ticker or Trading Symbol COOPER COMPANIES INC [COO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/08/2013	_X_ Officer (give title Other (specify below) VP & Corporate Controller				
6140 STONERID	GE MALL DRIV	VE, SUITE 590						
PLEASANTON,	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing (Check applicable line) X Form Filed by One Reporting Person Form Filed by More than One Reporting Person				
(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	3. Transa Code (8)					5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		(Month/ Day/Year)	Code	v	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	
Common Stock	01/08/2013		<u>M</u>		750	Α	\$ 0	3,121	D	
Common Stock	01/08/2013		<u>F</u>		432 ⁽¹⁾	D	\$ 0	2,689	D	
Common Stock	01/08/2013		<u>M</u>		750	A	\$ 0	3,439	D	
Common Stock	01/08/2013		<u>F</u>		412 ⁽¹⁾	D	\$ 0	3,027	D	
Common Stock	01/08/2013		<u>M</u>		1,500	A	\$ 0	4,527	D	
Common Stock	01/08/2013		<u>F</u>		778 ⁽¹⁾	D	\$ 0	3,749	D	
Common Stock	01/08/2013		<u>M</u>		1,185	A	\$ 0	4,934	D	
Common Stock	01/08/2013		<u>F</u>		619 ⁽¹⁾	D	\$ 0	4,315	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(oigi, pate) cane, martante, optione, controllate occurrately																
2.	3.	3A.	4.		5. Nu	ımber	6. Date Exer	cisable	7. Title and	Amount	8. Price	9. Number of	10.	11. Nature		
Conversion	Transaction	Deemed	Transa	ction	of		and Expiration Date		of Securities	S	of	Derivative	Ownership	of Indirect		
or Exercise	Date (Month/	Execution	Code		Derivative		Derivative		(Month/Day/	Year)	Underlying		Derivative	Securities	Form of	Beneficial
Price of	Day/Year)	Date, if	(Instr. 8	(Instr. 8) Securities		rities			Derivative S	Security	Security	Beneficially	Derivative	Ownership		
Derivative		any	'		Acquired		Acquired				(Instr. 3 and	14)	(Instr. 5)	Owned	Security:	(Instr. 4)
Security		(Month/			(A) or							Following	Direct (D)			
_		Day/			Disposed of							Reported	or Indirect			
		Year)			(D) (Instr. 3,							Transaction(s)	(I) (Instr.			
					4, and 5)							(Instr. 4)	4)			
			Code	V	(A)	(D)			Title	Amount or						
	or Exercise Price of Derivative	Price of Day/Year) Derivative	2. Conversion or Exercise Price of Derivative Security 3. 3A. Deemed Execution Date, if any (Month/ Day/	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/ Day/Year) 3A. Deemed Execution Date, if any (Month/ Day/ Year) 4. Transac Code (Instr. 8 any (Month/ Day/ Year)	2. Conversion or Exercise Price of Derivative Security Security 3. Transaction Date (Month/Day/Year) Security 4. Transaction Execution Date, if any (Month/Day/Year) (Month/Day/Year)	2. Conversion or Exercise Price of Derivative Security Se	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 Code (Instr. 8) 4. Transaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Deemed Execution Date, if any (Month/Day/Year) 4. Transaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Transaction Demend Execution Date, if any (Month/Day/Year) 3. Transaction Demend Execution Date, if any (Month/Day/Year) 4. Demend Code (Instr. 8) 3. Transaction Demend Execution Date, if any (Month/Day/Year) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Transaction Deemed Execution Date (Month/Day/Year) 3. Transaction Deemed Execution Date (Month/Day/Year) 3. Transaction Deemed Execution Date (Instr. 8) 3. Transaction Date (Month/Day/Year) 4. Deemed Expiration Date (Month/Day/Year) 5. Number of Derivative Securities (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 6. Date Expiration Date (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Onderive Securities 7. Title and Onderive Securities 8. Date Exercisable and Expiration Date (Month/Day/Year) 8. Date Exercisable and Expiration Date (Month/Day/Year) 8. Date Exercisable and Expiration Date (Month/Day/Year) 9. Date Exercisable and Expiration Date (Month/Day/Year) 9. Date Exercisable and Expiration Date (Month/Day/Year)	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Deemed Execution Date (Month/Day/Year) 5. Number of Derivative Securities (Month/Day/Year) 5. Number of Derivative Securities (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Exercisable and Expiration Date (Month/Day/Year) 8. Date Exercisable and Expiration Date (Month/Day/Year)	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 4. Deemed Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration 7. Title and Amount of Securities Of Derivative Security (Instr. 3 and 4) 8. Price of Of Securities Of Derivative Security (Instr. 3 and 4) Demend Date, if any (Month/Day/Year) Date Expiration Date Expiration Amount	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) Security 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Expiration Date Transaction Date (Month/Day/Year) Security (Instr. 3 and 4) 8. Price of Securities Underlying Derivative Security (Instr. 3 and 4) 8. Price of Derivative Security (Instr. 3 and 4) Security (Instr. 3 and 4) Amount Amount	2. Conversion or Exercise Price of Derivative Security Security 3. Transaction Date (Month/Day/Year) Date (Month/Day/Year) Date (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date (Expiration Date (Month/Day/Year) Date (Month/Day/Year) 3. Transaction Demend Execution Date (Month/Day/Year) Date (Month/Day/Year) 3. Transaction Derivative Securities (Month/Day/Year) Derivative Security (Instr. 3 and 4) 3. Tritle and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Derivative Security (Instr. 5) Porivative Security (Instr. 5) Derivative Security (Instr. 5)		

									Number of Shares				
Restricted Stock Units	\$ 0 ⁽²⁾	01/08/2013	<u>M</u>		750	<u>(3)</u>	(<u>4</u>)	Common Stock	750	\$ 0	0	D	
Restricted Stock Units	\$ 0 ⁽²⁾	01/08/2013	<u>M</u>		750	(<u>5</u>)	(<u>4</u>)	Common Stock	750	\$ 0	750	D	
Restricted Stock Units	\$ 0 ⁽²⁾	01/08/2013	<u>M</u>		1,500	<u>(6)</u>	(<u>4</u>)	Common Stock	1,500	\$ 0	3,000	D	
Restricted Stock Units	\$ 0 ^(<u>2</u>)	01/08/2013	<u>M</u>		1,185	(7)	(<u>4</u>)	Common Stock	1,185	\$ 0	3,556	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 10/30/08 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/10, 1/8/11, 1/8/12 and 1/8/13.
- 4. RSU Expiration Date: This award has no expiration date. Units will either vest or be forfeit.
- 5. Grant Date 12/9/09 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/11, 1/8/12, 1/8/13 and 1/8/14.
- 6. 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.
- 7. 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.

Signatures

/s/ Rodney Folden

** 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).

 $Note: File\ three\ copies\ of\ this\ Form,\ one\ of\ which\ must\ be\ manually\ signed.\ If\ space\ is\ insufficient,\ \textit{see}\ Instruction\ 6\ for\ procedure.$

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