

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-03-19** | Period of Report: **2013-02-21**
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(HTML Version on secdatabase.com)

REPORTING OWNER

ARMES ROY V

CIK: **1201428**

Type: **4/A** | Act: **34** | File No.: **001-04329** | Film No.: **13700781**

ISSUER

COOPER TIRE & RUBBER CO

CIK: **24491** | IRS No.: **344297750** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3011** Tires & inner tubes

Business Address
*LIMA & WESTERN AVENUES
FINDLAY OH 45840
4194231321*

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 ARMES ROY V			2. Issuer Name and Ticker or Trading Symbol COOPER TIRE & RUBBER CO [CTB]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) COB, President & CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/21/2013					
701 LIMA AVENUE			4. If Amendment, Date Original Filed (Month/Day/Year) 03/01/2013			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)								
FINDLAY, OH 45840								
(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)			

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
Employee Stock Option (Right to Buy)	\$25.425 ⁽¹⁾	02/21/2013		A		125,019		02/21/2014 ⁽²⁾	02/20/2023	Common Stock	125,019	\$ 0	125,019	D	

Explanation of Responses:

- Consistent with the standard methodology to establish the exercise price of equity-based awards under the Cooper Tire & Rubber Company 2010 Incentive Compensation Plan, the price to establish the awards reflected above is the average of the high and low trading price of our common stock, as quoted on the New York Stock Exchange, on the date of the grant, which is \$25.425. The Form 4 filed on February 22, 2013 is hereby amended to reflect this amount.
- The option becomes exercisable to the extent of 33% of the shares covered thereby on each anniversary of the date of grant over a three year period.

Signatures

/s/ Jack J. McCracken Attorney-in-Fact for Roy V. Armes

** Signature of Reporting Person

03/19/2013

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.