

FOLDEN RODNEY
Form 4
March 12, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FOLDEN RODNEY

(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)
03/12/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & Corporate Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	03/12/2012		M		6,000 A \$ 41.44	D	
Common Stock	03/12/2012		M		10,000 A \$ 42.65	D	
Common Stock	03/12/2012		M		5,000 A \$ 36.54	D	
Common Stock	03/12/2012		S		14,000 D \$ 80.55 (4)	D	
Common Stock	03/12/2012		S		7,000 D \$ 79.6 (5)	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 41.44	03/12/2012		M	6,000	<u>(1)</u> 10/26/2013	Common Stock	6,000
Stock Options (Right to Buy)	\$ 42.65	03/12/2012		M	10,000	<u>(2)</u> 10/24/2017	Common Stock	10,000
Stock Options (Right to Buy)	\$ 36.54	03/12/2012		M	5,000	<u>(3)</u> 12/08/2019	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOLDEN RODNEY 6140 STONERIDGE MALL DRIVE SUITE 590 PLEASANTON, CA 94588			VP & Corporate Controller	

Signatures

/s/ Rodney
Folden 03/12/2012

**Signature of Reporting Person Date

Explanation of Responses:

* 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).

Grant Date 10/27/03 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 \$46.41, but not earlier than 5/1/04; one-fourth shall vest if Fair Market Value of the Company's stock achieves \$49.73, but not earlier than 5/1/05; one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$53.87 but not earlier than 5/1/06; and one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$58.02 but not earlier than 5/1/07. All options not otherwise vesting pursuant to the above timetable shall become exercisable on October 26, 2008.

Grant Date 10/25/07 NQ Date Exer.: One-fourth shall vest on the earlier of (a) 10/25/08 or (b) when the average closing price reaches \$47.77; one-fourth shall vest on the earlier of (a) 10/25/09 or (b) when the average closing price reaches \$51.18; one-fourth shall vest on the earlier of (a) 10/25/10 or (b) when the average closing price reaches \$55.45; and one-fourth shall vest on the earlier of (a) 10/25/11 or (b) when the average closing price reaches \$59.71. Average Closing Price is defined as the average of the closing prices of a share of common stock of the Company on the New York Stock Exchange (composite quotations, rounded to the nearest whole cent) for the days on which the common stock is so traded, during any 30 consecutive calendar day period commencing on the date the specified stock target is achieved.

(1) 12/9/09 NQ Grant: The options will vest in equal increments over four years measured from the date of grant as follows: 1/4 shall vest on 12/9/10; 1/4 shall vest on 12/9/11; 1/4 shall vest on 12/9/12; and 1/4 shall vest on 12/9/13.

(2) Sale price represents and average of the selling prices between \$80.95 and \$80.00.

(3) Sale price represents and average of the selling prices between \$79.80 and \$79.61.

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

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