

Andrews Brian G
Form 4
January 10, 2013

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 *
Andrews Brian G

2. Issuer Name and Ticker or Trading Symbol
COOPER COMPANIES INC [COO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6140 STONERIDGE MALL ROAD,
SUITE 590

3. Date of Earliest Transaction
(Month/Day/Year)
01/08/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Treasurer

(Street)
PLEASANTON, CA 94588

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/08/2013		M	338 A \$ 0	2,284	D	
Common Stock	01/08/2013		F	156 ⁽¹⁾ D \$ 0	2,128	D	
Common Stock	01/08/2013		M	337 A \$ 0	2,465	D	
Common Stock	01/08/2013		F	149 ⁽¹⁾ D \$ 0	2,316	D	
Common Stock	01/08/2013		M	337 A \$ 0	2,653	D	

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Common Stock	01/08/2013	F	155 ⁽¹⁾	D	\$ 0	2,765	D	
Common Stock	01/08/2013	M	267	A	\$ 0	2,920	D	
Common Stock	01/08/2013	F	123 ⁽¹⁾	D	\$ 0	2,642	D	
Common Stock						393	I	Rollover IRA
Common Stock						283	I	Roth IRA
Common Stock						221	I	Traditional IRA

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

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 control number.

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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)	8. Price or Value of Derivative Security (Instr. 5)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 ⁽²⁾	01/08/2013		M	338	⁽³⁾	⁽⁴⁾	Common Stock	338	\$ 0
Restricted Stock Units	\$ 0 ⁽²⁾	01/08/2013		M	337	⁽⁵⁾	⁽⁶⁾	Common Stock	337	\$ 0
Restricted Stock Units	\$ 0 ⁽²⁾	01/08/2013		M	337	⁽⁷⁾	⁽⁶⁾	Common Stock	337	\$ 0
Restricted Stock	\$ 0 ⁽²⁾	01/08/2013		M	267	⁽⁸⁾	⁽⁶⁾	Common Stock	267	\$ 0

Units

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Andrews Brian G 6140 STONERIDGE MALL ROAD, SUITE 590 PLEASANTON, CA 94588			Treasurer	

Signatures

/s/ Brian G.
Andrews

01/10/2013

**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).
- (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) Grant Date 10/30/08 RSU Date Exp.: 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) RSU Expiration Date: This award has no expiration date. Units will either vest or be forfeit.
- (7) 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.
- (8) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.