

COOPER COMPANIES INC

Form 4

October 04, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PICHOTTA NICHOLAS J

(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)
10/03/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Pres, CEO Cooper Medical, Inc.

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
Common Stock	10/03/2012		M	20,000 A	\$ 68.66	28,963	D
Common Stock	10/03/2012		S	20,000 D	\$ 98	8,963	D
Common Stock	10/03/2012		M	25,000 A	\$ 67.65	33,963	D
Common Stock	10/03/2012		S	25,000 D	\$ 98	8,963	D

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)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 68.66	10/03/2012		M	20,000	<u>(1)</u> 10/25/2014	Common Stock	20,000
Stock Options (Right to Buy)	\$ 67.65	10/03/2012		M	25,000	<u>(2)</u> 10/26/2015	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PICHOTTA NICHOLAS J 6140 STONERIDGE MALL DRIVE SUITE 590 PLEASANTON, CA 94588			Pres, CEO Cooper Medical, Inc.	

Signatures

/s/ Nicholas J.
Pichotta 10/04/2012

 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).

(1) 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 \$76.90, but not earlier than 5/2/05; one-fourth shall vest if Fair Market Value of the

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Company's stock achieves \$82.39, but not earlier than 5/1/06; one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$89.26 but not earlier than 5/1/07; and one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$96.12 but not earlier than 5/1/08. All options not otherwise vesting pursuant to the above timetable shall become exercisable on October 25, 2009.

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 \$75.77, but not earlier than 5/1/06; one-fourth shall vest if Fair Market Value of the

- (2) Company's stock achieves \$81.18, but not earlier than 5/1/07; one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$87.95 but not earlier than 5/1/08; and one-fourth shall vest if the Fair Market Value of the Company's stock achieves \$94.71 but not earlier than 5/1/09. All options not otherwise vesting pursuant to the above timetable shall become exercisable on October 26, 2010.

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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