

White Albert G III  
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 \*  
White Albert G III

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  
RD., SUITE 590  
  
(Street)

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

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
VP Investor Rel., Treas. & CSO

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		2,250 A \$ 0	17,475.8428	D
Common Stock	01/08/2013		F		1,229 (1) D \$ 0	16,246.8428	D
Common Stock	01/08/2013		M		1,976 A \$ 0	18,222.8428	D
Common Stock	01/08/2013		F		1,032 (1) D \$ 0	17,190.8428	D

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 (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 Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	\$ 0 <sup>(2)</sup>	01/08/2013		M	2,250	<sup>(3)</sup> <sup>(4)</sup>	Common Stock	2,250
Restricted Stock Units	\$ 0 <sup>(2)</sup>	01/08/2013		M	1,976	<sup>(5)</sup> <sup>(4)</sup>	Common Stock	1,976

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
White Albert G III 6140 STONERIDGE MALL RD. SUITE 590 PLEASANTON, CA 94588			VP Investor Rel., Treas. & CSO	

## Signatures

/s/ Albert G. White III 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.

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- (2) RSU Exercise Price: There is no exercise price associated with the grant of Restricted Stock Units.
- (3) 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.
- (4) RSU Expiration Date: This award has no expiration date. Units will either vest or be forfeit.
- (5) 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.

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