White Albert G III Form 4 January 10, 2013

#### FORM 4

Check this box

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington D.C. 20549

Washington, D.C. 20549

# if no longer subject to Section 16. Form 4 or 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

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

5. Relationship of Reporting Person(s) to 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading White Albert G III Issuer Symbol COOPER COMPANIES INC [COO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_X\_\_ Officer (give title \_ \_\_ Other (specify 6140 STONERIDGE MALL 01/08/2013 below) RD., SUITE 590 VP Investor Rel., Treas. & CSO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting PLEASANTON, CA 94588 Person

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	Code	4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	Indirect Beneficial	
		(Month/Day/Year)	(Instr. 8)			Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common			Code V	Amount	(D)	Price	,		
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.

**OMB APPROVAL** 

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SEC 1474 (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. Transacti Code (Instr. 8)	Transaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Instr
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (2)	01/08/2013		M		2,250	(3)	<u>(4)</u>	Common Stock	2,250	\$
Restricted Stock Units	\$ 0 (2)	01/08/2013		M		1,976	<u>(5)</u>	<u>(4)</u>	Common Stock	1,976	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationsnips							
	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.

Reporting Owners 2

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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. 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.