

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Lindell Jody S</u>  (Last) (First) (Middle) 6140 STONERIDGE MALL ROAD SUITE 590  (Street) PLEASANTON CA 94588  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>COOPER COMPANIES INC [ COO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/25/2014	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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)
			Code	V	Amount	(A) or (D)	Price			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-employee Director Stock Option (Right to Buy)	\$66.8	07/25/2014		G	V		6,500	11/01/2012	10/31/2021	Common Stock	6,500	\$0	0	D	
Non-employee Director Stock Option (Right to Buy)	\$66.8	07/25/2014		G	V		6,500	11/01/2012	10/31/2021	Common Stock	6,500	\$0	6,500	I	Matthews-Lindell Family Trust, dated July 23, 1991 as amended and restated
Non-employee Director Stock Option (Right to Buy)	\$98.45	07/25/2014		G	V		4,500	11/01/2013	10/31/2022	Common Stock	4,500	\$0	0	D	
Non-employee Director Stock Option (Right to Buy)	\$98.45	07/25/2014		G	V		4,500	11/01/2013	10/31/2022	Common Stock	4,500	\$0	4,500	I	Matthews-Lindell Family Trust, dated July 23, 1991 as amended and restated
Non-employee Director Stock Option (Right to Buy)	\$128.35	07/25/2014		G	V		3,227	11/01/2014	10/31/2023	Common Stock	3,227	\$0	0	D	
Non-employee Director Stock Option (Right to Buy)	\$128.35	07/25/2014		G	V		3,227	11/01/2014	10/31/2023	Common Stock	3,227	\$0	3,227	I	Matthews-Lindell Family Trust, dated July 23, 1991 as amended and restated

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-employee Director Stock Option (Right to Buy)	\$49.57	07/25/2014		G	V		6,500	11/01/2011	10/31/2020	Common Stock	6,500	\$0	0	D	
Non-employee Director Stock Option (Right to Buy)	\$49.57	07/25/2014		G	V	6,500		11/01/2011	10/31/2020	Common Stock	6,500	\$0	6,500	I	Matthews-Lindell Family Trust, dated July 23, 1991 as amended and restated

Explanation of Responses:

**Remarks:**

The transfer of all of the above holdings was made pursuant to a Transfer Agreement dated January 7, 2009 which authorizes Ms. Lindell to transfer said holdings into a Trust for which she has a controlling interest.

/s/ Jody S. Lindell

08/08/2014

\*\* Signature of Reporting Person

Date

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

\* 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).

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

**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 Number.**