

**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
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1. Name and Address of Reporting Person * <u>WEISS ROBERT 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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 04/07/2015	
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			
Common Stock	04/07/2015		M		27,500	A	\$58.07	122,697	D	
Common Stock	04/07/2015		M		40,000	A	\$58.07	162,697	D	
Common Stock	04/07/2015		S		41,322	D	\$185.979 <sup>(1)</sup>	121,375	D	
Common Stock	04/07/2015		S		14,491	D	\$187.019 <sup>(2)</sup>	106,884	D	
Common Stock	04/07/2015		S		11,687	D	\$187.791 <sup>(3)</sup>	95,197	D	
Common Stock								46,453	I	Robert S. Weiss and Marilyn A. Weiss, Trustees of the Robert and Marilyn Weiss Trust dated 5/17/06

**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
Stock Options (Right to Buy)	\$58.07	04/07/2015		M			27,500	(4)	12/12/2020	Common Stock	27,500	\$0	22,500	D	
Stock Options (Right to Buy)	\$58.07	04/07/2015		M			40,000	(5)	12/12/2020	Common Stock	40,000	\$0	10,000	D	

**Explanation of Responses:**

- Sale price represents an average sale price between \$185.55 and \$186.54.
- Sale price represents an average sale price between \$186.56 and \$187.53.
- Sale price represents an average sale price between \$187.56 and \$188.24
- 12/13/10 RSW NQ 5 yr Grant: The options will vest in equal increments over five years measured from the date of grant as follows: 1/5 shall vest on 12/13/11; 1/5 shall vest on 12/13/12; 1/5 shall vest on 12/13/13; 1/5 shall vest on 12/13/14; and 1/5 shall vest on 12/13/15.

5. RSW 12/13/10 NQ 4yr Grant: The options will vest in equal increments over four years measured from the date of grant as follows: 1/4 shall vest on 12/13/11; 1/4 shall vest on 12/13/12; 1/4 shall vest on 12/13/13; and 1/4 shall vest on 12/13/14.

/s/ Robert S. Weiss

04/08/2015

\*\* 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.**