

**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>ZINBERG STANLEY MD</u> (Last) (First) (Middle) 6140 STONERIDGE MALL DR., 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) 03/12/2015					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/12/2015		G	V	816	D	\$0	0	D	
Common Stock	03/12/2015		G	V	816	A	\$0	10,724	I	Stanley Zinberg Revocable Trust DTD 2/5/2015
Common Stock								0	I	Stanley Zinberg Family Foundation, Inc.

**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)	\$17.09	03/12/2015		G	V	10,000		(1)	11/02/2018	Common Stock	10,000	\$0	0	D		
Non-employee Director Stock Option (Right to Buy)	\$17.09	03/12/2015		G	V	10,000		(1)	11/02/2018	Common Stock	10,000	\$0	10,000	I	Stanley Zinberg Revocable Trust DTD 2/5/2015	
Non-employee Director Stock Option (Right to Buy)	\$13.08	03/12/2015		G	V	10,000			12/11/2009	12/10/2018	Common Stock	10,000	\$0	0	D	
Non-employee Director Stock Option (Right to Buy)	\$13.08	03/12/2015		G	V	10,000			12/11/2009	12/10/2018	Common Stock	10,000	\$0	10,000	I	Stanley Zinberg Revocable Trust DTD 2/5/2015

**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	03/12/2015		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	03/12/2015		G	V	6,500		11/01/2011	10/31/2020	Common Stock	6,500	\$0	6,500	I	Stanley Zinberg Revocable Trust DTD 2/5/2015
Non-employee Director Stock Option (Right to Buy)	\$66.8	03/12/2015		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	03/12/2015		G	V	6,500		11/01/2012	10/31/2021	Common Stock	6,500	\$0	6,500	I	Stanley Zinberg Revocable Trust 2/5/2015
Non-employee Director Stock Option (Right to Buy)	\$128.35	03/12/2015		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	03/12/2015		G	V	3,227		11/01/2014	10/31/2023	Common Stock	3,227	\$0	3,227	I	Stanley Zinberg Revocable Trust DTD 2/5/2015
Non-employee Director Stock Option (Right to Buy)	\$162.69	03/12/2015		G	V		2,782	11/03/2015	11/02/2024	Common Stock	2,782	\$0	0	D	
Non-employee Director Stock Option (Right to Buy)	\$162.69	03/12/2015		G	V	2,782		11/03/2015	11/02/2024	Common Stock	2,782	\$0	2,782	I	Stanley Zinberg Revocable Trust DTD 2/5/2015
Non-employee Director Stock Option (Right to Buy)	\$98.45	03/12/2015		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	03/12/2015		G	V	4,500		11/01/2013	10/31/2022	Common Stock	4,500	\$0	4,500	I	Stanley Zinberg Revocable Trust 2/5/2015

**Explanation of Responses:**

1. NED Grant Date 11/3/08 Date Exer.: Vests when the average of the closing prices during any 30 consecutive trading days after the date of grant reaches \$18.80 or on November 3, 2013, which ever is earliest.

/s/ Stanley Zinberg, MD

03/12/2015

\*\* 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.**