

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	
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1. Name and Address of Reporting Person* <u>McBride Daniel G</u>			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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, COO & Pres-CooperVision</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/08/2017</u>			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		
THE COOPER COMPANIES, INC. 6140 STONERIDGE MALL ROAD, SUITE 590			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>PLEASANTON CA 94588</u>								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/08/2017		A		4,950 ⁽¹⁾⁽²⁾	A	\$0	28,594	D	
Common Stock	01/08/2017		F		2,619 ⁽³⁾	D	\$0	25,975	D	
Common Stock	01/08/2017		M		680	A	\$0	26,655	D	
Common Stock	01/08/2017		F		376 ⁽³⁾	D	\$0	26,279	D	
Common Stock	01/08/2017		M		834	A	\$0	27,113	D	
Common Stock	01/08/2017		F		461 ⁽³⁾	D	\$0	26,652	D	
Common Stock	01/08/2017		M		709	A	\$0	27,361	D	
Common Stock	01/08/2017		F		392 ⁽³⁾	D	\$0	26,969	D	
Common Stock								2,120	I	401(k) Plan

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
Restricted Stock Units	(4)	01/08/2017		M		680		(5)	(6)	Common Stock	680	\$0	680	D	
Restricted Stock Units	(4)	01/08/2017		M		834		(7)	(8)	Common Stock	834	\$0	1,668	D	
Restricted Stock Units	(4)	01/08/2017		M		709		(9)	(6)	Common Stock	709	\$0	2,125	D	

Explanation of Responses:

- 1/8/2017 Deferred PSU Release: Shares awarded on achievement of maximum performance targets under Performance Share Awards granted December 14, 2011.
- PSU Deferral: Ownership of these shares was deferred for a designated period as provided by the terms of the underlying performance share award agreement.
- 1/8/2017 RSU/PSU Release: Shares withheld to cover applicable tax obligations. A FMV (closing price of the Company's common stock on 1/6/2017) of \$177.21 was used.
- RSU Exercise Price: There is no exercise price associated with the grant of Restricted Stock Units.
- Grant Date 12/12/12 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/14, 1/8/15, 1/8/16, 1/8/17 and 1/8/18.
- RSU Expiration Date: This award has no expiration date. Units will either vest or be forfeit.
- Grant Date 12/11/13 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/15, 1/8/16, 1/8/17, 1/8/18 and 1/8/19.
- RSU Expiration Date: This award has no expiration date. Units will either vest or be forfeit.
- 12/9/14 RSU Grant - Vesting Date: The grant vests in equal portions on the following dates: 1/8/16, 1/8/17, 1/8/18, 1/8/19 and 1/8/20.

/s/ Daniel G. McBride

01/10/2017

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.