Cooper-Standard Holdings Inc.

Form 4

February 15, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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).

(C:tr.)

(Print or Type Responses)

1. Name and Address of Reporting Person * PUMPHREY WILLIAM	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
	Cooper-Standard Holdings Inc. [CPS]	(Check all applicable)		
(Last) (First) (Middle) 39550 ORCHARD HILL PLACE	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2017	Director 10% OwnerX Officer (give title Other (specify below) Sr VP & President, NA		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(ChecApplicable Line)_X_ Form filed by One Reporting Person		
NOVI, MI 48375	Form filed by More than One Reporting Person			

(City)	(State)	Table	e I - Non-D	Derivative	Secur	rities Acqu	ired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	spose	d of (D)	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)
Common stock (1)	02/13/2017		A	2,228 (2)	A	\$ 107.48	15,065	D	
Common stock	02/13/2017		F	731	D	\$ 107.48	14,334	D	

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

(7:n)

(State)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

I	. 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. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
(Employee stock options right to ouy) (3)	\$ 107.48	02/13/2017		A	6,735	<u>(4)</u>	02/13/2027	Common stock	6,735
Ş	Restricted Stock Units (5)	<u>(6)</u>	02/13/2017		A	1,397	02/13/2020(7)	02/13/2020	Common stock	1,397

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

PUMPHREY WILLIAM 39550 ORCHARD HILL PLACE NOVI, MI 48375

Sr VP & President, NA

Signatures

/s/ Kristan L. Miller, on behalf of David William Pumphrey, Jr., under power of attorney

02/15/2017

**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).
 - On March 20, 2014, the reporting person was granted 2700 Performance Units (PU's) under the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan, as amended and restated, and the Cooper-Standard Automotive Inc. Long-Term Incentive Plan. The
- (1) performance goal is the company's return on invested capital (ROIC) for the three-year performance period. At the end of the performance period, the company had the option, at its discretion, to adjust the potential number of PU's that vested upwards or downwards based upon the performance goal achieved.
- (2) This is the number of common shares received based upon the performance-goal achieved at the end of the performance period.
- (3) These are time-restricted employee stock options (right to buy) granted to the reporting person under the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan, as amended and restated.

Reporting Owners 2

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- Subject to the reporting person's continued employment with the company or its affiliate, one third of the options shall vest on each of the first three anniversaries of the grant date.
- (5) These are restricted stock units (RSU's) granted to the reporting person under the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan, as amended and restated.
- The company, in its sole discretion, will settle such RSU's by electing either to (i) make an appropriate book entry in the reporting (6) person's name for a number of shares equal to the number of RSU's that have vested or (ii) deliver an amount of cash equal to the fair market value, determined as of the vesting date, of a number of shares equal to the number of RSU's that have vested.
- (7) Subject to the reporting person's continued employment with the company or its affiliate, these RSU's shall vest and no longer be subject to forfeiture on the third anniversary date of the grant.

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.