

Cooper-Standard Holdings Inc.

Form 4

February 15, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lee Song Min

2. Issuer Name **and** Ticker or Trading
Symbol
Cooper-Standard Holdings Inc.
[CPS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
7983 MATERA CT.
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2017

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr VP & Pres., Asia Pacific

BRADENTON, FL 34202

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Ownership Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount (A) or (D) Price				
Common stock ⁽¹⁾	02/13/2017		A		2,310 ⁽²⁾	A	\$ 107.48	11,898	D
Common stock	02/13/2017		F		578	D	\$ 107.48	11,320	D

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

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(9-02)

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- (4) 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 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.
- (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.

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