COOPER COMPANIES INC
Form DEF 14A
February 05, 2013

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SCHEDULE 14A

(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES

EXCHANGE ACT OF 1934

Filed by the Registrant x

Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Under Rule 14a-12

THE COOPER COMPANIES, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

¨ Fee paid previously with preliminary materials:

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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February 5, 2013

Dear Stockholder:

You are cordially invited to join us at the 2013 Annual Meeting of Stockholders of The Cooper Companies, Inc., which will be held at 9:00 a.m. (EDT) on March 21, 2013 at the offices of Latham & Watkins, LLP, 885 Third Avenue, New York, New York.

At the meeting, we will ask our stockholders to vote on proposals to elect a Board of Directors and to ratify the Audit Committee s appointment of our independent registered public accounting firm for the current fiscal year. We will also ask our stockholders to take an advisory vote on the compensation of our Named Executive Officers.

Your vote is important to us and we hope that you will take this opportunity to participate in the affairs of the Company. Whether or not you plan to attend the Annual Meeting, we urge you to read the accompanying materials regarding matters to be voted on and use the proxy card and instructions to submit your vote by proxy. You may vote using the proxy card by completing, signing and dating it, then returning it by mail. Many of our stockholders also have the option to submit their vote by phone or through the internet. If phone or internet voting is available to you, instructions will be included on your proxy card. If you submit a proxy card and then you wish to change your vote, or if you choose to attend the meeting and wish to vote your shares in person, you may revoke your proxy. Additional information about voting your shares is included in the Proxy Statement.

We look forward to seeing you at the Annual Meeting.

Sincerely,

A. Thomas Bender

Chairman of the Board of Directors

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THE COOPER COMPANIES, INC.

6140 Stoneridge Mall Road, Suite 590

Pleasanton, CA 94588

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Meeting Date:	March 21, 2013
Meeting Time:	9:00 a.m. (EDT)
Location:	Latham & Watkins, LLP 885 Third Avenue New York, New York

Agenda:

1. Elect nine directors;
2. Ratify the appointment of our independent registered public accounting firm;
3. Hold an advisory vote on the compensation of our Named Executive Officers; and
4. Transact any other business that may properly come before the meeting.

Admission

All stockholders are cordially invited to attend the meeting in person.

Voting

Only stockholders owning our common stock at the close of business on Friday, January 25, 2013, or their legal proxy holders, will be entitled to vote at the Annual Meeting.

On or about February 8, 2013 we will mail either (1) a Notice of Internet Availability of Proxy Materials containing instructions on how to access an electronic copy of our proxy materials and vote your shares or (2) a copy of this Proxy Statement and our Annual Report on Form 10-K. The Notice will also contain instructions on how to request a paper copy of our proxy materials.

Your vote is important to us. Regardless of whether you plan to attend the meeting, we encourage you to vote your shares as soon as possible to ensure that your vote is recorded. We look forward to your participation.

By Order of the Board of Directors

CAROL R. KAUFMAN

Secretary

Dated: February 5, 2013

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THE COOPER COMPANIES, INC.

6140 Stoneridge Mall Road, Suite 590

Pleasanton, CA 94588

We will hold our Annual Meeting of Stockholders, or the Annual Meeting, on Thursday, March 21, 2013 at the offices of Latham & Watkins, LLP, 885 Third Avenue, New York, New York. The meeting will start at 9:00 a.m. (EDT).

Our stockholders of record on Friday, January 25, 2013 will receive either (1) a Notice of Internet Availability of Proxy Materials containing instructions on how to access an electronic copy of our proxy materials and vote their shares or (2) a physical copy of this Proxy Statement together with the proxy card and our Annual Report on Form 10-K. The Notice of Internet Availability of Proxy Materials will also contain instructions on how to request a paper copy of our proxy materials to be sent to you if you prefer. These materials are presented on our behalf by order of the Board of Directors.

You may also find useful information about the Company on our website at *http://www.coopercos.com* in the Investor Relations section.

Why did I receive a one-page notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?

The Securities and Exchange Commission (the SEC) has adopted regulations that permit us to provide our materials electronically to stockholders. Accordingly, on or about February 8, 2013 we mailed a Notice of Internet Availability of Proxy Materials (the Notice). The Notice was sent to our stockholders of record on January 25, 2013, which was our Record Date. All stockholders receiving the Notice have the ability to access the proxy materials electronically through the website referred to in the Notice. They also have the option to request a printed set of the proxy materials.

Instructions on how to access the proxy materials over the internet or to request a printed copy may be found in the Notice. In addition, stockholders may request to receive proxy materials in the printed form by mail or electronically by e-mail on an ongoing basis. We encourage stockholders to take advantage of the availability of proxy materials on the internet.

Can I vote my shares by filling out and returning the Notice of Internet Availability of Proxy Materials?

No. The Notice only identifies the items to be voted on at the Annual Meeting. You cannot vote by marking the Notice and returning it. The Notice provides instructions on how to cast your vote.

What proposals will be considered at the Annual Meeting?

At the Annual Meeting, stockholders will be asked to consider and act upon the following proposals:

1. The election of nine directors named in this Proxy Statement to our Board of Directors;

2. The ratification of the appointment of our independent registered public accounting firm for the fiscal year ending October 31, 2013;

3. An advisory vote on the compensation of our Named Executive Officers as described in this Proxy Statement; and

4. The transaction of any other business that is properly presented at the meeting.

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We are not aware of any other business to be brought before the meeting. If any additional business is properly brought before the meeting, the designated officers serving as proxies will vote in accordance with their best judgment.

The Board recommends a vote FOR each of the nominees for director, FOR the ratification of KPMG LLP as our independent registered public accounting firm and FOR approval on an advisory basis of the compensation of our Named Executive Officers.

Who is entitled to vote at the Annual Meeting?

We have set January 25, 2013 as the Record Date for this year s Annual Meeting. All stockholders who owned our stock at the close of business on the Record Date are entitled to receive these materials and to vote at the Annual Meeting and any continuations, adjournments or postponements thereof.

As of the Record Date, there were 48,304,376 shares of our common stock outstanding and entitled to vote at the Annual Meeting.

We strongly encourage you to vote. Your vote is important to us. Regardless of whether you plan to attend the meeting, we encourage you to read this Proxy Statement and the accompanying materials and to vote your shares as soon as possible to ensure that your vote is recorded. We look forward to your participation.

How many votes do I have?

Each outstanding share of our common stock is entitled to one vote at the Annual Meeting. You have one vote per share that you owned at the close of business on the Record Date.

How do I vote my shares?

As a stockholder, you can vote your shares in person at the Annual Meeting or vote by proxy. If you wish to vote by proxy, you can complete the proxy card and return it by mail. Alternatively, many of our stockholders have the option to vote their shares by telephone or via the internet. If phone or internet voting is available to you, instructions will be included on your proxy card. If you wish to vote your shares in person, you may do so by attending the Annual Meeting and requesting a ballot.

What happens if I vote my shares by proxy?

When you return a completed proxy card, or vote your shares by telephone or internet, you authorize our officers listed on the proxy card to vote your shares on your behalf as you direct.

If you sign and return a proxy card but do not provide instructions on how to vote your shares, the designated officers will vote on your behalf as follows:

- Shares will be voted *FOR* each of the individuals nominated to serve as directors;

- Shares will be voted *FOR* ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending October 31, 2013; and

- Shares will be voted *FOR* the compensation of our Named Executive Officers as described in this Proxy Statement.

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Can I change or revoke my vote after I return my proxy card or voting instructions?

If you choose to vote your shares by proxy, you may revoke or change your proxy instructions at any time prior to the casting of votes at the Annual Meeting. To revoke or change your voting instructions, you may take any of the following actions:

1. Execute and submit a new proxy card;

2. Submit new voting instructions through telephonic or internet voting, if available to you;

3. Notify Carol R. Kaufman, Secretary of the Company, in writing that you wish to revoke your proxy; or

4. Vote your shares in person at the Annual Meeting.

Attending the Annual Meeting in person will not automatically revoke your proxy.

Who pays for the proxy solicitation and how will the Company solicit votes?

We pay all costs associated with the solicitation of proxies, including any costs incurred by brokers and other fiduciaries to forward proxy solicitation materials to beneficial owners.

We may solicit proxies in person or by mail, telephone, facsimile or e-mail. Proxies may be solicited on our behalf by any of our directors, officers or employees. Additionally, we have retained the firm of D.F. King & Co., Inc. to assist with the solicitation of proxies and will pay a fee of $15,500 for this service, plus reasonable costs and expenses.

How many votes must be present to hold the Annual Meeting?

In order to conduct business and have a valid vote at the Annual Meeting a quorum must be present in person or represented by proxies. A quorum is defined as a majority of the shares outstanding on the Record Date and entitled to vote. In accordance with Delaware law and our Bylaws, broker non-votes and proxies reflecting abstentions will be considered present and entitled to vote for purposes of determining whether a quorum is present.

What are broker non-votes ?

Broker non-votes occur when a broker is not permitted to vote on behalf of shares it holds for a beneficial owner and the beneficial owner does not provide voting instructions. Shares held in a broker s name may be voted by the broker, but only in accordance with the rules of the New York Stock Exchange. Under those rules, the broker must follow the instructions of the beneficial owner. If instructions are not provided, NYSE rules determine whether the broker may vote the shares based on its own judgment or is required to withhold its vote, and the determination depends on the proposal being voted on as shown in the table below.

How many votes are required to approve the proposals?

Proposal	**Vote Required**	**Broker Discretionary Voting Allowed**
Proposal 1 Election of Directors	Majority of Shares Entitled to Vote and Present in Person or Represented by Proxy	NO
Proposal 2 Ratification of Appointment of Independent Registered Public Accounting Firm	Majority of Shares Entitled to Vote and Present in Person or Represented by Proxy	YES

Proposal 3 Advisory Vote on Executive Compensation	Majority of Shares Entitled to Vote and Present in Person or Represented by Proxy	NO

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Detailed information regarding each of the proposals to be presented at the 2013 Annual Meeting, and the means for stockholders to present proposals to be considered at the 2014 Annual Meeting, are presented on the following pages. Additional information about us, our Board and its committees, equity ownership, compensation of officers and directors, and other matters can be found starting at page 6.

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Stockholder Nominations And Proposals For The 2014 Annual Meeting

Stockholder Proposals for Inclusion in the 2014 Proxy Statement

Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the Exchange Act), allows stockholders to submit proposals to be included in our Proxy Statement. Proposals under Rule 14a-8 must be submitted no later than October 8, 2013 to be included in our next Proxy Statement and considered at the 2014 Annual Meeting of Stockholders. Proposals should be sent to Carol R. Kaufman, Secretary, The Cooper Companies, Inc., 6140 Stoneridge Mall Road, Suite 590, Pleasanton, CA 94588.

Other Proposals and Stockholder Nominations for Director

Our Bylaws allow stockholders to nominate directors for election and to propose other business to be considered by stockholders at the Annual Meeting. Under the Bylaw provisions, stockholders wishing to submit proposals must notify the Company Secretary in writing. Notice must be sent no earlier than the close of business on the 120th day prior to the anniversary date of the prior year s annual meeting and no later than the close of business on the 90th day prior to the anniversary date of the prior year s annual meeting.

To be considered at the 2014 Annual Meeting, director nominations and other proposals for consideration under these provisions must be submitted no earlier than November 21, 2013 and no later than December 21, 2013. In the event that we set the date for the 2014 Annual Meeting more than 30 days before or more than 70 days after March 21, 2014, director nominations and other proposals must be submitted no earlier than the close of business on the 120th day prior to the announced meeting date and no later than the close of business on the later of the 90th day prior to the announced meeting date or the 10th day following our first public disclosure of the date of the meeting.

Also, if we increase the number of directors to be elected at the 2014 Annual Meeting, and we do not make a public announcement at least 100 days prior to March 21, 2014 stating the size of the increase and naming all the nominees for director, then stockholder nominations for directors will be considered if the proposal is delivered to our Secretary at our principal offices no later than 10 days after we make a public announcement of the increased board size. This only applies to nominations for positions created by the increase and does not apply to nominations for current positions. This also does not apply to proposals other than the nomination of director candidates. Nominations or proposals should be submitted, in writing, to Carol R. Kaufman, Secretary, The Cooper Companies, Inc., 6140 Stoneridge Mall Road, Suite 590, Pleasanton, CA 94588. A stockholder s notice to nominate a director or bring any other business before the 2014 Annual Meeting must set forth certain information specified in our Bylaws.

Our Corporate Governance and Nominating Committee of the Board will also directly consider suggestions from stockholders for potential Board nominees for election as directors to be presented at the 2014 Annual Meeting. The person recommending the nominee must be a stockholder entitled to vote at the 2014 Annual Meeting, and the recommendation must be received in writing between November 21, 2013 and December 21, 2013. To be considered, recommendations should include: (i) the nominee s written consent to being named in the Proxy Statement as a nominee and to serve as a director if elected, (ii) the name and address of the stockholder submitting the recommendation or beneficial owner on whose behalf the proposed candidate is being suggested for nomination, and (iii) the class and number of our shares owned beneficially and of record by the stockholder or beneficial owner submitting the recommendation. The Corporate Governance and Nominating Committee will consider nominees suggested by stockholders on the same terms as nominees selected by the Committee.

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OWNERSHIP OF THE COMPANY

Principal Securityholders

The following table contains information regarding all individuals or groups who have advised us that they own more than five percent (5%) of the outstanding shares of our common stock.

Name of Beneficial Owner	Common Stock Beneficially Owned as of December 31, 2012 Number of Shares	Percentage of Shares
FMR LLC (1) 82 Devonshire Street Boston, MA 02109	6,558,676	13.708%
BlackRock, Inc. (2) 40 East 52nd Street New York, NY 10022	2,761,298	5.770%
Vanguard Group Inc. (3) 100 Vanguard Boulevard Malvern, PA 19355	2,715,938	5.670%
Lone Pine Capital LLC (4) 2 Greenwich Plaza Greenwich, CT 06830	2,435,937	5.100%

(1) Based on information disclosed in a Schedule 13G/A filed by FMR LLC and Edward C. Johnson 3d on January 10, 2012. FMR LLC and Edward C. Johnson 3d, through their control of the subsidiaries of FMR LLC, have the sole power to dispose of or direct the disposition of all 6,558,676 shares and the sole power to vote or direct the voting of 168,577 of these shares. According to this Schedule 13G/A, Fidelity Management & Research Company, a wholly-owned subsidiary of FMR LLC, beneficially owns 6,383,434 of these shares; Strategic Advisers, Inc., a wholly-owned subsidiary of FMR LLC, beneficially owns 109 of these shares; Pyramis Global Advisors, LLC, a wholly-owned subsidiary of FMR LLC, beneficially owns 110,420 of these shares and FIL Limited, a wholly-owned subsidiary of FMR LLC, beneficially owns 64,713 of these shares.

(2) Based on information disclosed in a Schedule 13G/A filed by BlackRock, Inc. on February 13, 2012. According to this Schedule 13G/A, BlackRock, Inc. beneficially owns, and has the sole power to vote and to dispose of or direct the disposition of these 2,761,298 shares.

(3) Based on information disclosed in a Schedule 13G/A filed by Vanguard Group, Inc. on February 8, 2012. According to this Schedule 13G/A, Vanguard Fiduciary Trust Company, a wholly owned subsidiary of the Vanguard Group, Inc., beneficially owns 32,750 of these shares. Vanguard Group, Inc., through control of its subsidiaries, has the sole power to dispose of or direct the disposition of 2,683,188 shares and has the sole power to vote or direct the vote of 32,750 of these shares. Vanguard Group Inc. also has shared power to dispose of or direct the disposition of 32,750 of these shares.

(4) Based on information disclosed in a Schedule 13G filed by Lone Pine Capital LLC and Stephen F. Mandel, Jr. on June 18, 2012. According to this Schedule 13G, Lone Pine Capital LLC and Stephen F. Mandel, Jr., through their control of the various funds owned and operated by Lone Pine Capital LLC, beneficially owns, has the shared power to vote and to dispose of or direct the disposition of these 2,435,937 shares.

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Securities Held by Management

The following table contains information regarding ownership of our common stock by each of our directors, the executives named in the Summary Compensation Table and all of the current directors and executive officers as a group. The figures in this table represent sole voting and investment power except where otherwise indicated.

	Common Stock Beneficially Owned as of January 25, 2013	
Name of Beneficial Owner	**Number of Shares**	**Percentage of Shares**
A. Thomas Bender	76,560(1)	*
Michael H. Kalkstein	89,000(2)	*
Carol R. Kaufman	267,964(3)	*
Jody S. Lindell	74,267(4)	*
Greg W. Matz	14,516(5)	*
Eugene J. Midlock	2,125	*
Gary S. Petersmeyer	-0-	*
Donald Press	145,926(6)	*
Steven Rosenberg	115,100(7)	*
Allan E. Rubenstein, M.D.	41,948(8)	*
John A. Weber	64,829(9)	*
Robert S. Weiss	501,399(10)	1%
Albert G. White, III	75,066(11)	*
Stanley Zinberg, M.D.	90,364(12)	*
All current directors and executive officers as a group (18 persons)	**1,732,087**	**3.6%**

* Less than 1% ownership.

(1) Includes 1,650 restricted shares granted to Mr. Bender pursuant to the terms of the 2006 Long-Term Incentive Plan for Non-Employee Directors, or the 2006 Directors Plan. Mr. Bender has sole voting power with respect to those 1,650 shares; however, disposition is restricted pursuant to the terms of the 2006 Directors Plan. Also includes 33,950 shares which Mr. Bender could acquire upon the exercise of currently exercisable stock options.

(2) Includes 1,500 restricted shares granted to Mr. Kalkstein pursuant to the terms of the 2006 Directors Plan. Mr. Kalkstein has sole voting power with respect to these 1,500 shares; however, disposition is restricted pursuant to the terms of the 2006 Directors Plan. Also includes 75,500 shares which Mr. Kalkstein could acquire upon the exercise of currently exercisable stock options.

(3) Includes 243,900 shares which Ms. Kaufman could acquire upon the exercise of currently exercisable stock options.

(4) Includes 1,500 restricted shares granted to Ms. Lindell pursuant to the terms of the 2006 Directors Plan. Ms. Lindell has sole voting power with respect to those 1,500 shares; however, disposition is restricted pursuant to the terms of the 2006 Directors Plan. Also includes 58,000 shares which Ms. Lindell could acquire upon the exercise of currently available stock options. Ms. Lindell s exercisable stock options and shares subject to restrictions are held by the Matthews-Lindell Family Trust, an estate planning trust in which Ms. Lindell maintains 50% or greater control.

(5) Includes 11,250 shares which Mr. Matz could acquire upon the exercise of currently exercisable stock options.

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(6) Includes 1,500 restricted shares granted to Mr. Press pursuant to the terms of the 2006 Directors Plan. Mr. Press has sole voting power with respect to these 1,500 shares; however, disposition is restricted pursuant to the terms of the 2006 Directors Plan. Also includes 103,000 shares which Mr. Press could acquire upon the exercise of currently exercisable stock options.

(7) Includes 1,500 restricted shares granted to Mr. Rosenberg pursuant to the terms of the 2006 Directors Plan. Mr. Rosenberg has sole voting power with respect to these 1,500 shares; however, disposition is restricted pursuant to the terms of the 2006 Directors Plan. Also includes 103,000 shares which Mr. Rosenberg could acquire upon the exercise of currently exercisable stock options.

(8) Includes 1,500 restricted shares granted to Dr. Rubenstein pursuant to the terms of the 2006 Directors Plan. Dr. Rubenstein has sole voting power with respect to these 1,500 shares; however, disposition is restricted pursuant to the terms of the 2006 Directors Plan. Also includes 26,050 shares which Dr. Rubenstein could acquire upon the exercise of currently exercisable stock options.

(9) Includes 50,000 shares which Mr. Weber could acquire upon the exercise of currently exercisable stock options.

(10) Includes 381,971 shares which Mr. Weiss could acquire upon the exercise of currently exercisable stock options.

(11) Includes 57,875 shares which Mr. White could acquire upon the exercise of currently exercisable stock options.

(12) Includes 1,500 restricted shares granted to Dr. Zinberg pursuant to the terms of the 2006 Directors Plan. Dr. Zinberg has sole voting power with respect to these 1,500 shares; however, disposition is restricted pursuant to the terms of the 2006 Directors Plan. Also includes 78,000 shares which Dr. Zinberg could acquire upon the exercise of currently exercisable stock options.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our executive officers, directors and anyone owning more than ten percent of a registered class of our equity securities to file reports with the SEC detailing their ownership and any changes in ownership. SEC regulations also require these persons to provide us with a copy of all reports filed.

Based solely on our review of the copies of reports and related amendments we have received, we believe that during and with respect to the 2012 fiscal year, all Section 16(a) filing requirements applicable to our officers, directors and greater-than-ten-percent owners were met.

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Corporate Governance

The Board of Directors

The Board is elected annually and each of our directors stands for election every year. Presently the Board is comprised of nine directors, and all except Mr. Weiss have been determined by the Board to be independent. Mr. Weiss serves as our Chief Executive Officer and is compensated for his position as an executive. He receives no additional compensation for his service on the Board.

In making this determination, the Board has affirmed that each of the independent directors meets the objective requirements for independence set forth by the NYSE and the SEC and that each has no relationship, direct or indirect, to the Company other than as a stockholder or through his or her service on the Board. The Board and its active committees conduct regular self-evaluations and review director independence and committee composition to ensure continued compliance with regulations.

Directors who are not also employees, or Non-Employee Directors, are compensated for their services as described in *Director Compensation* on page 45.

Under our Corporate Governance Principles, directors are not permitted to serve on the boards of more than two other public companies while they serve on our Board. We do not limit service on private company boards of directors or with non-profit organizations.

Any interested party wishing to communicate with the Board, the Non-Employee Directors as a group or any specific Board member, may do so by writing to the Board, the Non-Employee Directors or the particular Board member and delivering the communication in person or mailing it to: Board of Directors, c/o Carol R. Kaufman, Secretary, The Cooper Companies, Inc., 6140 Stoneridge Mall Road, Suite 590, Pleasanton, CA 94588. Communications will be distributed to specific Board members as directed in the communication. If addressed generally to the Board, communications may be distributed to specific members of the Board as appropriate, depending on the material outlined in the communication. For example, if a communication relates to accounting, internal accounting controls or auditing matters, it will be forwarded to the Chairman of the Audit Committee unless otherwise specified. From time to time, the Board may change the process for interested parties to communicate with the Board or its members. Please refer to our website at *http://www.coopercos.com* for any changes in this process.

Board Leadership Structure

At present, the Chairman position for the Board of Directors is separate from the Chief Executive Officer position. We also maintain a Lead Director position, which is currently held by Dr. Allan Rubenstein.

We have maintained separate positions for the Chairman and Chief Executive Officer since 2007. We feel this division provides a balance between independence of our directors and the experience of our officers. Our current Chairman has significant business experience with the Company, but has also been affirmatively determined to be independent by our Board. We feel that this combination provides strong, knowledgeable leadership of the Board, independent of the CEO position s immediate day-to-day involvement with the Company.

Board Committees

The Board maintains four standing committees whose functions are described below. As required by the SEC and NYSE, all members of the Corporate Governance and Nominating Committee, the

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Audit Committee and the Organization and Compensation Committee are independent directors. At the Board s discretion, other committees may include directors who have not been determined to be independent. Currently the Board maintains one committee, the Science and Technology Committee, which has non-independent director membership. Committee membership is determined by the Board and reviewed regularly.

Each committee maintains a written charter detailing its authority and responsibilities. These charters are updated periodically as legislative and regulatory developments and business circumstances warrant. The committee charters are available in their entirety on our website at *http://www.coopercos.com.*

The Audit Committee provides advice with respect to our financial matters and assists the Board in fulfilling its oversight responsibilities regarding: (i) the quality and integrity of our financial statements, (ii) our compliance with legal and regulatory requirements, (iii) review of our potential risk factors, (iv) the qualifications and independence of the independent accounting firm serving as auditors of the Company and (v) the oversight and performance of the Company s internal audit function and the outside auditors. The Audit Committee advises and makes recommendations to the Board regarding our financial, investment and accounting procedures and practices.

The members of the Audit Committee are Steven Rosenberg (Chair), Michael H. Kalkstein and Jody S. Lindell.

The Organization and Compensation Committee, or the Compensation Committee, reviews and approves all aspects of the compensation paid to our Chief Executive Officer and all executives identified by the Compensation Committee as officers under Section 16(a) of the Exchange Act. The Compensation Committee also approves all compensation for employees whose total combined annual base salary plus target non-equity incentive bonus is $400,000 or greater, regardless of whether they have been designated as officers under Section 16(a). Members of the Compensation Committee are not eligible to participate in any of our executive compensation programs.

The Compensation Committee also approves all awards under our equity and non-equity incentive bonus plans and has approval authority for all agreements providing for the payment of benefits following a change in control of the Company, severance following a termination of employment or any other special arrangement with the executive officers or employees which would affect their compensation.

The members of the Compensation Committee are Michael H. Kalkstein (Chair), Jody S. Lindell, Donald Press and Allan E. Rubenstein, M.D.

The Corporate Governance and Nominating Committee develops, implements, and maintains the corporate governance standards by which we conduct business, and advises and makes recommendations to the Board concerning our primary governance policies. The Corporate Governance and Nominating Committee meets with the Chief Executive Officer and senior corporate staff as it deems appropriate to fulfill its obligations with regard to our corporate governance standards.

The Corporate Governance and Nominating Committee also identifies and selects qualified candidates for nomination to the Board. The Corporate Governance and Nominating Committee believes that nominees for election to the Board must possess certain minimum qualifications and attributes. To be nominated by the Board, an individual: (i) must meet the objective independence requirements set forth by the SEC and NYSE (other than executive nominees), (ii) must exhibit strong personal integrity, character, and ethics and a commitment to ethical business and accounting practices, (iii) must not serve on more than two other public company boards, (iv) must not be involved in on-going litigation with us or be employed by an entity which is engaged in such litigation and (v) must not be the subject of any on-going criminal investigations, including investigations for fraud or financial misconduct. The Committee does not currently maintain a separate diversity policy. Instead the Committee relies on diversity as one of many factors in the consideration of director nominees who meet these stated criteria. The Committee will consider suggestions from stockholders for nominees for election as directors at our Annual Stockholder Meetings on the same terms as nominees selected by the Committee. Stockholder suggestions must be received on a timely basis and meet the criteria set forth in the information on *Stockholder Nominations and Proposals for the 2014 Annual Meeting* on page 5. As of the date of this Proxy Statement, no stockholder suggestions for director nominees have been received by the Corporate Governance and Nominating Committee. Except as set forth above, the Corporate Governance and Nominating Committee does not currently have a formal process for identifying and evaluating nominees for directors, including nominees recommended by stockholders.

The members of the Corporate Governance and Nominating Committee are Donald Press (Chair), Steven Rosenberg, Allan E. Rubenstein, M.D. and Stanley Zinberg, M.D.

The Science and Technology Committee evaluates new and existing technologies. The Science and Technology Committee s primary functions are to: (i) discuss technology that falls outside the usual scope of current business, (ii) periodically review our research and development projects and portfolio, (iii) annually review our key technologies and assess the position of these technologies versus third party products and process and (iv) provide information and guidance to the Board on matters relating to science and technology. The Science and Technology Committee functions on an ad hoc basis.

The members of the Science and Technology Committee are Stanley Zinberg, M.D. (Chair), Allan E. Rubenstein, M.D., Robert S. Weiss and A. Thomas Bender.

Meetings

The Board and committees met as follows during our fiscal year ended October 31, 2012:

	Number of Meetings
Board of Directors	11
Audit Committee	8
Organization and Compensation Committee	6
Corporate Governance and Nominating Committee	6
Science and Technology Committee	4

The Non-Employee Directors also meet routinely in executive session in connection with regular meetings of the Board and more often as they deem appropriate. Either Mr. Bender, as Chair, or Dr. Rubenstein, as Lead Director, presides over executive sessions.

Currently we do not maintain a formal policy regarding director attendance at the Annual Meeting; however, it is expected that absent compelling circumstances directors will attend. Last year all of the directors attended.

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During the 2012 fiscal year, each director attended at least 90% of the aggregate of board meetings and meetings of committees on which the director served.

Corporate Governance Policies

We have an ongoing commitment to good governance and business practices. In furtherance of this commitment, we regularly monitor developments in the area of corporate governance and review company processes and procedures in light of such developments. We comply with the rules and regulations promulgated by the SEC and the NYSE and implement other corporate governance practices we believe are in the best interest of the Company and its stockholders. We believe that the policies currently in place enhance our stockholders interests.

In keeping with this commitment, we have recently amended our corporate Bylaws to adopt a majority voting standard for the election of our directors.

Corporate Governance Principles

The Board has approved a set of Corporate Governance Principles for the Company. The Principles are available in their entirety on our website at *http://www.coopercos.com*. The Principles set out our standards for director qualifications, director responsibilities, Board committees, director access to officers and employees, director compensation, director orientation and continuing education and performance evaluations of the Chief Executive Officer and of the Board and its committees.

Under the Principles, the Non-Employee Directors are required to maintain a minimum level of ownership in our common stock. The Board has adopted ownership requirements for Non-Employee Directors requiring directors to hold Cooper common stock valued at three times their annual retainer for service as a director. Shares held must be free of restrictions to meet the requirements. Until the required ownership values are met the Non-Employee Directors must retain 100% of shares received on vesting of restricted stock and on exercise of stock options. As of the date of this Proxy Statement, all of the Non-Employee Directors hold stock equal to, or in excess of, the minimum level of required ownership.

Ethics and Business Conduct Policy

We have adopted an Ethics and Business Conduct Policy, or Ethics Policy, that is available in its entirety on our website at *http://www.coopercos.com*. All our employees, officers, and directors, including the Chief Executive Officer and Chief Financial Officer, are required to adhere to the Ethics Policy in discharging their work-related responsibilities. Employees are encouraged to report any conduct that they believe in good faith to be an actual or apparent violation of the Ethics Policy.

Amendments to the Ethics Policy and any waivers from the Ethics Policy granted to directors or executive officers will be made available through our website. As of the date of this proxy statement, no waivers or requests have been requested or granted.

Procedures for Handling Accounting Complaints

The Audit Committee has established procedures for receipt and handling of potential complaints we may receive regarding accounting, internal accounting controls or auditing matters, and to allow for the confidential, anonymous submission by our employees of concerns regarding accounting or auditing matters. In furtherance of this goal, we have established a confidential hotline managed by an independent third-party vendor through which employees may report concerns about our business practices.

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Board of Directors Role in Risk Oversight

Our Board of Directors recognizes the importance of appropriate oversight of potential business risks in running a successful operation and meeting its fiduciary obligations to our business and our stockholders. While our management team has responsibility for the day-to-day assessment and management of potential business risks, the Board maintains responsibility for creating an appropriate culture of risk management and setting the proper tone at the top. In this function, the Board, directly and through its committees, takes an active role in overseeing our aggregate risk potential and in assisting management with addressing specific risks, including competitive, legal, regulatory, operational and financial risks. Each committee of the Board regularly reviews risks related to its area of focus as follows:

- The Audit Committee reviews potential risks within our financial operations and internal controls;

- The Corporate Governance and Nominating Committee reviews potential risks in relation to general governance matters;

- The Compensation Committee reviews how our compensation practices and succession planning influences risk taking and risk management; and

- The Science and Technology Committee reviews potential risks in connection with current technology and potential technology investments.

Each committee reports regularly to the Board on these topics and contributes to overall Board review of potential business risks. Management also addresses risks and risk management in regular reports to the Board and its committees.

The Board believes that its current leadership, structure and majority independent membership all facilitate risk oversight by combining experienced leadership with independent direction from the Board and committees. Both our Chairman and our CEO have in-depth understanding of our history and specific challenges we face as a business. Our CEO s experience allows him to promptly identify and raise key business risks to the Board and our Chairman s history with the Company provides the Board with an independent voice who can also provide insight into management decisions and market dynamics based on our specific business operations. The Board believes that the balance between our Chairman, CEO and the independent committees of the Board enhances our risk oversight process and encourages appropriate levels of risk within our enterprise.

Additionally, in 2011, the Board appointed a Chief Risk Officer who maintains responsibility for direct risk oversight and review of our identified business risks, including potential risks. The Board feels that the appointment of an executive officer directly responsible for monitoring risk provides an active position dedicated to the identification and monitoring of potential business risks and enhances the tone at the top message of the importance of risk oversight.

Risk and Executive Compensation

Our Compensation Committee reviews and assesses the possible risks related to our executive compensation programs. Based on this assessment the Compensation Committee has concluded that our compensation program structure does not create unreasonable risk or the likelihood of a material adverse impact on the Company. In making this determination, the Compensation Committee considered possible compensation-based risks and means by which potential risks may be mitigated, including through the operation of our internal control structure and the Committee s oversight. The Compensation Committee also considered the structure of our compensation plans, including the use of a combination of short- and long-term compensation programs, implementation of equity ownership guidelines, capped bonus targets under short-term incentive plans and clawback provisions for short-term bonus awards.

Management Succession Planning

At least annually, and more often as deemed appropriate, the Compensation Committee meets with management to discuss the plan for CEO succession as well as possible succession plans for senior management. Succession plans are designed to allow for an orderly transition of the top executive posts either in the ordinary course of business or in response to emergency situations. Management develops and presents plans for identification, mentoring and continuing development of appropriate leadership skills for internal candidates for CEO and other leadership positions. The Committee provides oversight, input and recommendations with regard to the criteria to be used for identification of potential candidates for succession to leadership positions.

Related Party Transactions

We review all relationships and transactions in which the Company and our directors and executive officers or their immediate family members are participants. Our legal staff is primarily responsible for monitoring and obtaining information from the directors and executive officers with respect to related person transactions and for then determining, based on the facts and circumstances, whether the Company or a related person has a direct or indirect material interest in the transaction. As required under SEC rules, transactions that are determined to be directly or indirectly material to the Company or a related person are disclosed in our Proxy Statement.

We have determined that there were no material related party transactions during the 2012 fiscal year.

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Report Of The Audit Committee

The Audit Committee is comprised of three independent directors: Steven Rosenberg (Chair), Michael H. Kalkstein and Jody S. Lindell. The Board has determined that all members of the Audit Committee are financially literate as required by the NYSE and has also determined that both Mr. Rosenberg and Ms. Lindell meet the qualifications of an audit committee financial expert as defined by the SEC.

The Audit Committee operates under a written charter adopted by the Board in December 2004 and most recently amended in October 2011. The Audit Committee s charter is available in its entirety on our website at *http://www.coopercos.com* and to any stockholder otherwise requesting a copy.

The Audit Committee provides advice with respect to our financial matters and assists the Board in fulfilling its oversight responsibilities regarding: (i) the quality and integrity of our financial statements, (ii) our compliance with legal and regulatory requirements, (iii) review of our potential risk factors, (iv) the qualifications, independence and performance of KPMG LLP, or KPMG, in its role as our independent registered public accounting firm, (v) retention and engagement of KPMG and oversight of their work and (vi) overseeing the performance of our internal audit function and reviewing our internal controls. The Audit Committee s primary duties and responsibilities relate to:

- Management s maintenance of the reliability and integrity of our accounting policies and financial reporting and financial disclosure practices;

- Management s establishment and maintenance of processes to assure that an adequate system of internal controls is functioning effectively within the Company; and

- Engagement, retention and termination of KPMG LLP.

Management is responsible for the Company s internal controls and the financial reporting process. The Committee has engaged Ernst & Young LLP, or Ernst & Young, to assist in the assessment of the Company s internal control over financial reporting.

KPMG, as the Company s independent registered public accounting firm, is responsible for performing an independent audit of the Company s consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) and to issue a report on the audit process. The Audit Committee s responsibility is to monitor and oversee these processes. In this context, the Audit Committee has met and held discussions with management and KPMG regarding the fair and complete presentation of the Company s results.

The Audit Committee held 8 meetings during the 2012 fiscal year, including regular meetings in conjunction with the close of each fiscal quarter, during which the Audit Committee reviewed and discussed the Company s financial statements with management and KPMG. These Audit Committee meetings routinely include executive sessions of the committee, as well as private sessions with each of KPMG, Ernst & Young and management.

The Audit Committee reviewed and discussed the audited consolidated financial statements of the Company for the fiscal year ended October 31, 2012 with the Company s management and KPMG, and management represented to the Audit Committee that the Company s consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States. The Audit Committee discussed with KPMG the matters required to be discussed by Statement on Auditing Standards No. 61 *Communication with Audit Committees* , as amended by SAS No. 91.

The Audit Committee also reviewed and discussed with KPMG, management and Ernst & Young the processes and procedures associated with our assessment of internal controls over financial reporting, including management s assessment of such controls.

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The Audit Committee maintains policies and procedures for the pre-approval of work performed by KPMG. Under its charter, the Audit Committee must approve all engagements in advance. All engagements with estimated fees above $150,000 require consideration and approval by the full Audit Committee. The Chair of the Audit Committee has the authority to approve on behalf of the full Audit Committee all engagements with fees estimated to be below $150,000. Management recommendations are considered in connection with such engagements, but management has no authority to approve engagements.

In the 2012 fiscal year, the Audit Committee received both the written disclosures and the letter from KPMG that are mandated by applicable requirements regarding the independent accountant s communications with the Audit Committee concerning independence and the Audit Committee discussed KPMG s independence from the Company with the lead engagement partner. KPMG provided non-audit services during the 2012 fiscal year related to evaluation of IFRS and GAAP accounting after the acquisition of a Danish company by our women s health care business. The Audit Committee or its Chair approved all audit services provided by KPMG for the fiscal year ended October 31, 2012. The total fees paid or payable to KPMG for the last two fiscal years are as follows:

	Fiscal Year Ended October 31, 2012		Fiscal Year Ended October 31, 2011	
Audit Fees	$	3,614,300	$	4,125,100
Audit Related Fees	$	-0-	$	-0-
Tax Fees	$	-0-	$	-0-
All Other Fees	$	144,000	$	-0-

Based on the Audit Committee s discussions with management and KPMG, the Audit Committee s review of the representations of management, the certifications of the Chief Executive Officer and Chief Financial Officer and the written disclosures and the letter from KPMG to the Audit Committee, the Audit Committee recommended to the Board that our audited consolidated financial statements be included in our Annual Report on Form 10-K for the fiscal year ended October 31, 2012 for filing with the SEC.

THE AUDIT COMMITTEE

Steven Rosenberg (Chair)

Michael H. Kalkstein

Jody S. Lindell

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Executive Officers Of The Company

Set forth below is information regarding our current executive officers and other senior employees named in this Proxy Statement who are not also directors:

Carol R. Kaufman **Age: 63**
Executive Vice President, Secretary and Chief Administrative Officer

Ms. Kaufman has served as Executive Vice President since July 2011. She previously served as Senior Vice President of Legal Affairs from December 2004. She has also served as Vice President and Chief Administrative Officer since October 1995 and as Vice President and Secretary since March 1996. From January 1989 through September 1995, she served as Vice President, Secretary and Chief Administrative Officer of Cooper Development Company, a health care and consumer products company. She previously held a variety of financial positions with Cooper Laboratories, Inc. (our former parent) since joining that company in 1971. Ms. Kaufman currently serves as a director for Chindex, Inc. (NASDAQ: CHDX), a publicly traded provider of health care services in China, and is a member of its audit and compensation committees and chair of the governance and nominating committee of its board of directors.

Greg W. Matz **Age: 53**
Vice President and Chief Financial Officer

Mr. Matz has served as our Vice President and Chief Financial Officer since December 2011. Previously he served as our Vice President, Finance from July 2011 to December 2011. He joined CooperVision, Inc. in May 2010 as Vice President and Chief Financial Officer and served in that position until October 2011. Prior to joining CooperVision, he has spent 25 years in the Electronic Measurement, Chemical Analysis and Life Science markets. Prior to joining the Company he served in a variety of senior management roles at Agilent Technologies Inc. from 1999-2010, including Vice President and Controller of the Wireless Business Unit, Vice President and Director of Internal Audit and Assistant Corporate Controller. Prior to Agilent, Mr. Matz worked at Hewlett Packard from 1984-1999 in a variety of financial and marketing roles. Mr. Matz started his career at KPMG in San Francisco from 1981-1984. Mr. Matz is a Certified Public Accountant.

Eugene J. Midlock **Age: 68**
Vice President, Taxes

Mr. Midlock currently serves as our Vice President, Taxes. Previously he served as Senior Vice President and Chief Financial Officer from February 2008 to December 2011. Prior to that he served as the Vice President, Finance from November 2007 to February 2008 and as Vice President, Taxes from January 2005 to October 2007. From November 2003 until December 2004 he served as our consultant. During this period he also served as an instructor in the Master of Science in Taxation program of San Jose State University. From 1979 until he retired in 2002 he was a partner and held a number of leadership positions with KPMG.

Daniel G. McBride, Esq. **Age: 48**
Vice President, General Counsel and Chief Risk Officer

Mr. McBride has served as Chief Risk Officer since July 2011, as our General Counsel since November 2007 and as Vice President since July 2006. He also served as Senior Counsel from February 2005 through November 2007. Prior to joining us, Mr. McBride was an attorney with Latham & Watkins LLP from October 1998 to February 2005, concentrating on mergers and acquisitions and corporate finance matters.

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Albert G. White III **Age: 43**
Vice President, Investor Relations and Chief Strategic Officer

Mr. White has served as Chief Strategic Officer since July 2011 and as Vice President, Investor Relations since November 2007. He also served as Vice President and Treasurer from April 2006 until January 2013. Prior to joining the Company he served as a Director with KeyBanc Capital Markets for three years and in a number of leadership positions within KeyBank National Association.

Rodney E. Folden **Age: 65**
Vice President and Corporate Controller

Mr. Folden has served as Vice President since March 2009 and as Corporate Controller since February 2004. He served as Assistant Corporate Controller from March 1994 to February 2004. He has also held a variety of financial positions within the Company since joining us in 1987.

John A. Weber **Age: 50**
President Of CooperVision, Inc.

Mr. Weber has served as President of CooperVision since February 2008. Prior to that he served as President, Asia Pacific of CooperVision from April 2007 to February 2008 and as Vice President, Worldwide Manufacturing and Distribution of CooperVision from January 2005 to March 2007. He previously served as Executive Vice President, Worldwide Operations of Ocular Sciences from July 2003 to December 2004 and as Vice President, Manufacturing of Ocular Sciences from January 2001 to July 2003. Mr. Weber served in various other management positions at Ocular Sciences between 1993 and 2001.

Nicholas J. Pichotta **Age: 68**
President and Chief Executive Officer Of Cooper Medical, Inc.

Mr. Pichotta serves as President and Chief Executive Officer of Cooper Medical, Inc., the parent company of CooperSurgical, our women s health care business. Previously, he served as Chief Executive Officer of CooperSurgical from September 1992 to December 2011, where he was primarily responsible for all merger and acquisition activity. He also served as President of CooperSurgical from September 1992 to December 2004. Prior to that he held various management positions with us from September 1989.

Paul L. Remmell **Age: 55**
President and Chief Executive Officer Of CooperSurgical, Inc.

Mr. Remmell has been Chief Executive Officer of CooperSurgical, our women s health care business, since January 2012 and he has served as President of CooperSurgical, since December 2004. He previously served as Chief Operating Officer of CooperSurgical from October 2000 to January 2012 and as Vice President of Finance from 1991 to December 2004.

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Report Of The Organization And Compensation Committee

The Organization and Compensation Committee of the Board has reviewed and discussed the Compensation Discussion and Analysis with management. Based on this review and discussion, the Compensation Committee has recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference in our Annual Report on Form 10-K for the fiscal year ended October 31, 2012.

ORGANIZATION AND COMPENSATION COMMITTEE

Michael H. Kalkstein (Chair)

Jody S. Lindell

Donald Press

Allan E. Rubenstein, M.D.

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Compensation Discussion And Analysis

The Organization & Compensation Committee of our Board administers our executive compensation program. The Compensation Committee intends to provide compensation packages for our Named Executive Officers that are competitive within our industry while maintaining a substantial emphasis on our financial performance and stockholder returns. To meet this objective, our total executive compensation balances our focus between our long-range strategic plans and short-term budget goals.

The Compensation Committee also considers the outcome of the Company s say-on-pay advisory votes when making future compensation decisions for the Named Executive Officers. In March 2011, we received a very favorable advisory vote on our executive compensation program; over 95% of our stockholders voted to approve our program. This affirms stockholder support for the Compensation Committee s approach to executive compensation and thus we did not change the design of executive compensation packages for the 2012 fiscal year as set in December 2011. Direct executive compensation consists of a base salary, annual cash incentive bonus and a variety of long-term equity incentive awards.

Executive Summary 2012 Fiscal Year in Review

Over the past five years, and continuing in the 2012 fiscal year, we have delivered substantial returns to our stockholders as a result of increasing market share and excellent financial results.

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During the 2012 fiscal year we had a number of significant accomplishments that have added to this trend, including:

- A 9% increase in revenues over the 2011 fiscal year, free cash flow at $230.4 million (which was 11% above budget) and 39% increase in GAAP earnings per share;
- Increased stock price by nearly 40%, resulting in a market capitalization of over $4 billion;
- Improved operating margins and significantly deleveraged our balance sheet to 14% debt to total capitalization at year end;
- Addition of key international leadership and expansion of our contact lens business into new markets globally, including expansion of our sales force in China;
- Market share gains in soft contact lenses resulting in over 10% growth of our contact lens business over a trailing 12 month period, representing growth at twice the rate of the market;
- Significant growth in our silicone hydrogel contact lens portfolio;
- Significant expansion of our research and development operations within the contact lens business;
- Successful launch and re-launch of key products for the contact lens business and recovery from a business interruption at our UK manufacturing facilities;
- Significant expansion of our women s health care business through both organic growth and acquisitions;
- Acquisition of Origio a/s, which positions us as the world leader in in-vitro fertilization technology and provides a platform for our women s health care business to grow internationally;
- The successful amendment and extension of our primary credit facility which should reduce our annual interest expense;
- Upgrade of our credit rating by Standard & Poor s to investment grade;
- Implementation of a stock repurchase program; and
- Recognition in the form of several awards for the Company and its senior executives for the quality of our workplace, our wellness and safety programs and the leadership talent of our executive management, including recognition of our Chief Executive Officer, Robert Weiss, and our Executive Vice President and Corporate Secretary, Carol Kaufman, as influential leaders.

These achievements represent the continuation of a strong growth trend during the past five fiscal years.

Compensation Philosophy and Objectives

The structure of our executive compensation packages emphasizes the following objectives:

- Create close alignment between total compensation paid to executives and stockholder returns and financial performance;
- Give significant weight to performance-based compensation;
- Maintain a balanced focus between short-term operational goals and long-term strategic objectives;
- Structure executive incentive compensation to reward achievement of ambitious Company performance objectives;

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Maintain a proper balance between fixed and variable compensation while recognizing our senior executives responsibility for the Company s overall performance and market value;

Retain flexibility for the Compensation Committee to reward individual achievements at its discretion; and

Provide sufficiently competitive compensation packages to attract, retain and motivate high caliber executive management.

In assessing the design of our executive compensation program, the Compensation Committee considers our prior year performance, projected growth in the next fiscal year, expected achievement through our long-range plan and disclosed compensation practices of our peer companies. These factors determine changes to base salary, the weighting and emphasis of targets for our short-term bonus programs and the structure and value of our equity awards.

The Compensation Committee believes that strong performance should be rewarded and expects the targeted total compensation for our Named Executive Officers to depend on financial results and long-term service to the Company. Under this philosophy, 70-85% of total executive compensation in the 2012 fiscal year depended on achievement of budget goals, long-term stockholder returns and continued service. Accordingly, our continued financial success in the 2012 fiscal year as a company resulted in total realized compensation above target levels for our Named Executive Officers.

	Purpose	**Approx. % of total comp**
Salary	Annual salaries provide a fixed component that ensures a minimum level of compensation for our executives.	14-26%
Cash Bonus	Cash bonuses tied to annual objectives provide incentives to encourage our executives to meet short-term business goals.	17-21%
Time-Based Equity Awards	Equity vesting over time encourages executive retention while maintaining a link to Company performance.	30-46%
Performance-Based Equity Awards	Performance based equity provides a strong long-term incentive for executives to deliver designated financial and business results over time.	19-25%

In assessing our compensation practices, the Compensation Committee receives regular updates on our business results from management and reviews our quarterly financial statements and management projections. The Compensation Committee also regularly reviews information regarding our peer companies, including reported revenues, profit levels, market capitalization, stockholder returns and disclosed governance practices. The Compensation Committee uses this information to assess the alignment between our executive compensation packages and our business objectives, and to monitor our comparative performance and peer compensation practices. In addition to management updates and peer group analysis, the Compensation Committee also receives and reviews broader, general industry compensation data relative to other companies our size.

The Compensation Committee considers management input, independent consultant advice and publicly available peer information as valuable tools to evaluate the connection between executive compensation and performance. This information is reviewed in a subjective manner and peer information is not linked to our compensation decisions directly or by formula.

Use of Compensation Consultants and Peer Data

Independent Compensation Consultant

The Compensation Committee has retained J. Richard & Co. (J. Richard) to assist with executive compensation analysis. J. Richard is an independent executive compensation consulting firm and reports directly to the Compensation Committee. J. Richard does no other work for us and the Compensation Committee has sole authority to determine the terms of J. Richard s retention and services. Management interaction with J. Richard is generally limited to information provided to the Compensation Committee.

Under this engagement, J. Richard provides the Compensation Committee with an annual report reviewing our Named Executive Officer compensation and providing comparative information based on peer group data, as well as information regarding key trends in executive compensation for other comparable publicly traded companies. The Compensation Committee uses the information presented in this report and advice from J. Richard to evaluate our compensation levels against those in the peer group.

At the request of the Compensation Committee, J. Richard also evaluates recommendations provided by management and management s compensation consultants. Based on these analyses and review, J. Richard advises the Compensation Committee in setting executive compensation levels.

The Compensation Committee has reviewed the nature of the relationship between itself and J. Richard as a firm, and Mr. Richard personally as an individual advisor, for potential conflicts of interest. In conducting this review, the Compensation Committee gave consideration to factors identified by the SEC as possibly contributing to conflicts, including the scope of work performed for the Compensation Committee by J. Richard, fees paid to J. Richard for services and any personal or business relationships between our executives or the Compensation Committee and J. Richard as a firm or Mr. Richard as an individual. Based on its review, the Compensation Committee has determined there are no conflicts of interest or potential conflicts of interest in J. Richard s engagement as an independent advisor.

Management Recommendations

Mr. Weiss provides recommendations to the Compensation Committee regarding: (i) peer group companies, (ii) base salary and salary increases for Named Executive Officers other than himself, (iii) achievement of targets and awards under our Incentive Payment Plans, (iv) overall annual equity grant levels and the structure of equity grants and (v) special compensation awards to executives who have shown outstanding achievements during the year or on special projects. Mr. Weiss also makes specific recommendations to the Compensation Committee as to how these grants and awards should be allocated to the Named Executive Officers other than himself.

Management has retained Frederic W. Cook & Co., Inc. (Frederic Cook) to serve as management s compensation consultant. Management utilizes Frederic Cook s analyses to develop recommendations for presentation to the Compensation Committee with regard to the compensation of the Named Executive Officers and peer group structure, as well as various other elements of our compensation program, such as contractual arrangements and stock ownership guidelines. Mr. Weiss, as Chief Executive Officer, has final authority for the retention of Frederic Cook and Frederic Cook does not do any work directly for the Compensation Committee, although a representative of Frederic Cook periodically attends Compensation Committee meetings as an invited guest.

The Compensation Committee gives full consideration to management recommendations and reviews these recommendations with J. Richard before making its own decisions on the compensation to be provided to the executives. The Compensation Committee believes these recommendations provide valuable insight in making compensation decisions, but does not delegate any of its exclusive authority to determine matters of Named Executive Officer compensation and benefits.

Peer Group Selection

The Compensation Committee has authority to select an appropriate comparative peer group for compensation assessment. The Compensation Committee reviews the peer group annually, with consideration given to recommendations from management, including input from Frederic Cook and J. Richard.

Peer recommendations are drawn from publicly-traded companies headquartered in the United States based on similarity of product lines or industry and similarity in company size as measured through annual revenue, market capitalization, operating margins and other financial measures of organizational scope and complexity. Management considers companies for recommendation that: (i) have revenue between $500 million to $2 billion in the past year, (ii) are within the medical device industry and (iii) have a revenue to asset ratio of between 0.5x to 3.0x.

Executive compensation for the 2012 fiscal year was guided, in part, by the following peer group:

American Medical Systems Holdings, Inc.	Integra Lifesciences Holding Corporation
Bio-Rad Laboratories, Inc.	Kinetic Concepts, Inc.
Bruker Corporation	PerkinElmer, Inc.
Conmed Corporation	Resmed, Inc.
Dentsply International, Inc.	Sirona Dental Systems, Inc
Edwards Lifesciences Corporation	Steris Corporation
Haemonetics Corporation	Waters Corporation
Hologic, Inc.	West Pharmaceutical Services, Inc.

For future compensation decisions, the Compensation Committee has subsequently adjusted this peer group to remove American Medical Systems Holdings, Inc. and Kinetic Concepts, Inc., both of which were acquired. Additionally, the Compensation Committee has added IDEXX Laboratories, Illumina, Inc., Mettler Toledo International, Inc., Teleflex, Inc. and Varian Medical Systems, Inc. to the peer group for reviewing executive compensation for the 2013 fiscal year.

Chief Executive Officer Compensation

Robert S. Weiss has served as our Chief Executive Officer since November 2007. The Compensation Committee structures Mr. Weiss compensation to reflect his overall responsibility for our performance and the CEO s significant role in our strategic direction, management, leadership and operations. The Compensation Committee believes its compensation determinations for Mr. Weiss are consistent with our peer group and general industry compensation practices, based on its own assessment and reports from management and J. Richard.

In setting Mr. Weiss compensation each year, the Compensation Committee reviews the following factors:

(i) The Compensation Committee s assessment of Mr. Weiss performance against approved business objectives for the fiscal year;

(ii) Mr. Weiss personal assessment of his own performance against his approved objectives;

(iii) Mr. Weiss compensation relative to our designated peer group; and

(iv) Recommendations from J. Richard.

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Based on these factors, the Compensation Committee approved a 3% increase in Mr. Weiss overall target compensation for the 2012 fiscal year. As structured, approximately 85% of Mr. Weiss compensation for the 2012 fiscal year was dependent on achievement under our short-term bonus plans and long-term equity awards.

Components of Executive Compensation

Our executive compensation packages are structured to provide a balanced combination of fixed and variable compensation that depends on service to the Company, achievement of short-term business goals and long-term stockholder returns. Our Named Executive Officers received the following compensation in the 2012 fiscal year:

Base Salary

Increases in annual base salary depend on changes in executive responsibility, overall execution of duties throughout the prior fiscal year, Company performance relative to pre-determined performance objectives, internal alignment and peer group performance. Competitive market changes and conditions are also taken into account. Over the past five years, aside from increases for promotions, base salaries for the Named Executive Officers have generally not increased by more than 5% per year.

Incentive Payment Plan (IPP)

As discussed in more detail in the narrative to the Grants of Plan Based Awards Table on page 33, our Compensation Committee adopts an annual Incentive Payment Plan for performance-based cash incentives. The Compensation Committee designs the IPP to link a portion of executive compensation to our annual budgeted goals. We believe bonuses linked to annual objectives provide a useful incentive tool to encourage our executives to meet short-term business goals, such as budgeted targets for revenue, operating income, free cash flow and earnings per share. Compensation based on these measures encourages our executives to focus on immediate business objectives, creating annual growth and stockholder returns in balance to long-term strategic objectives discussed below.

For the 2012 fiscal year, award factors under the IPP were defined and weighted as follows:

Award Factor	**Corporate (Weiss, Matz, Kaufman, White & Midlock)**	**CooperVision (Weber)**
Quantitative Factors		
Revenue	20%	20%
Operating income	10%	25%
Earnings per share (EPS)	25%	10%
Cash flow	20%	20%
Discretionary Award	25%	25%
Total Bonus	**100%**	**100%**

As structured, 75% of target awards under the 2012 IPP depended on achievement of specific, measurable financial targets and 25% of target awards were based on achievement of qualitatively assessed accomplishments at the Compensation Committee s discretion. The Compensation Committee uses this weighting to emphasize achievement of measurable, quantifiable business goals, while providing adequate latitude to set discretionary awards that reward qualitative individual and business achievements and recognize special circumstances.

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All of the quantitative factors were based on the budget approved by the Board at the beginning of the fiscal year, as adjusted by acquisitions and/or divestitures approved by the Board or other items at the discretion of the Compensation Committee. Achievement for Mr. Weber was measured against the approved budget for CooperVision in order to tie achievement to his individual area of business responsibility. These quantitative factors were selected to address what we considered key objectives for management for the 2012 fiscal year.

Threshold achievement for all factors was set at 85% of budget targets and no award was paid under the 2012 IPP for any factor that did not achieve this threshold. Provided that the top two quantitative factors (EPS and revenue for corporate employees and operating income and revenue for Mr. Weber) both achieved at least 95% of the budget target, bonus achievement for any of the quantitative factors could exceed 100% in recognition of extraordinary financial performance. For all participants, the maximum total award payment associated with quantitative criteria was capped at 200% of the target awards.

The IPP provides the Compensation Committee with the option to reduce the quantitatively measured portion of awards by up to 25%, regardless of whether the specified financial targets were met. This reduction is made at the Compensation Committee s discretion if it believes awards based on actual achievement levels are not merited due to other facts and circumstances. The Compensation Committee also has the option to withhold all or a portion of the discretionary element of the bonus regardless of our financial performance as a Company if it believes that an executive s individual performance does not warrant a full bonus. For the 2012 fiscal year, the Compensation Committee did not exercise its options to reduce awards for any of the Named Executive Officers.

The Compensation Committee also has the discretion to decrease or cancel (clawback) award payments in the event that the first two months of the subsequent fiscal year reflect negative anomalies that are attributable to the fiscal year in which the awards are earned. The Compensation Committee determined that it was not necessary to exercise this clawback discretion for awards under the 2012 IPP.

Awards to the Named Executive Officers Under the 2012 IPP

Executive	Achievement under 2012 IPP (2)	Bonus Paid ($)	Target Award as % of Base Salary	Actual Award as % of Base Salary
Robert S. Weiss	142.8%	$ 1,092,420	100%	142.8%
Greg W. Matz	142.8%	$ 277,717	55%	78.5%
John A. Weber	130.3%	$ 315,472	60%	78.2%
Carol R. Kaufman	142.8%	$ 345,736	60%	85.7%
Albert G. White III	142.8%	$ 277,717	55%	78.5%
Eugene J. Midlock (1)	142.8%	$ 178, 402	45%	74.3%

(1) Bonus target for Mr. Midlock was adjusted in December 2011 when he resigned the position of Chief Financial Officer and moved to the position of Vice President, Tax. The bonus amount paid to Mr. Midlock was prorated for the change from a target of 60% to 45% of his base salary as well as an adjustment to his base salary at the time of his change of role within the Company.

(2) These awards were calculated for quantitative achievement and discretionary factors as follows:

Executive	Quantitative Factor Achievement	Discretionary Award	Total 2012 Achievement
Corporate (Weiss, Matz, Kaufman, White & Midlock)	105.3%	37.5%	142.8%
CooperVision (Weber)	92.8%	37.5%	130.3%

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Quantitative Awards

Based on our financial performance in the 2012 fiscal year, the quantitative portion of awards under the 2012 IPP generally exceeded 100% achievement. The awards paid to the Named Executive Officers were based on achievement of the quantitative factors against budget targets as set out below. A full discussion of our results can be found in Item 7, *Management s Discussion and Analysis of Financial Condition and Results of Operations* of our Annual Report on Form 10-K for the fiscal year ended October 31, 2012.

Corporate Achievement

(Basis of Awards Paid to Messrs. Weiss, Matz, White and Midlock & Ms. Kaufman)

Award Factor	Weighting	Budget Target ($ in Thousands)	Actual Achievement ($ in Thousands) (% of Target)	Achievement under 2012 IPP
Revenue	20%	$ 1,469,042	$ 1,461,007 (99.5%)	96.7%
Operating Income (1)	10%	$ 151,391	$ 164,714(108.8%)	143.8%
Earnings per Share (EPS)	25%	$ 4.65	$ 5.22(112.2%)	161.1%
Free Cash Flow (consolidated)	20%	$ 207,014	$ 230,359(111.3%)	156.4%
Total Achievement				**140.4%**

(1) Based on an equal weighting of operating income achievement for CooperVision (103.6%) and CooperSurgical (113.9%).

CooperVision Achievement

Basis of Award Paid to Mr. Weber

Award Factor	Weighting	Budget Target ($ in Thousands)	Actual Achievement ($ in Thousands) (% of Target)	Achievement under 2012 IPP
Revenue	20%	$ 1,219,182	$ 1,205,115 (98.8%)	93.1%
Operating Income	25%	$ 256,496	$ 265,826(103.6%)	118.2%
Earnings per Share (EPS)	10%	$ 4.65	$ 5.22(112.2%)	161.1%
Free Cash Flow (consolidated)	20%	$ 187,820	$ 203,891(108.6%)	142.8%
Total Achievement				**123.8%**

Discretionary Awards

As discussed above, 25% of each Named Executive Officer s target bonus under the 2012 IPP was subject to the discretion of the Compensation Committee and could be adjusted as deemed appropriate. The 2012 IPP provides the Compensation Committee with flexibility to set the discretionary portion of bonus awards for the Named Executive Officers based on individual performance, our overall Company performance or other factors the Compensation Committee deems appropriate. This determination is a subjective decision of the Compensation Committee and is not linked by mathematical formula to achievement levels under the 2012 IPP.

For the 2012 fiscal year, the Compensation Committee determined that discretionary awards would be increased from the target 25% to 37.5% for the Named Executive Officers. In making this determination the Compensation Committee noted that, in addition to the achievement of budget targets for the 2012 fiscal year, management had shown significant personal and business successes which warranted an increased bonus payment. In setting the increased discretionary bonus amount, the Compensation Committee noted the accomplishments described under *Executive Summary the 2012 Fiscal Year in Review* on page 20 above.

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Long-Term Equity Awards

As discussed in more detail in the narrative to the Grants of Plan Based Awards Table on page 33, the Compensation Committee makes annual awards of long-term equity incentives to our Named Executive Officers. The Compensation Committee uses a combination of performance-vested share awards and time-vested stock options and restricted stock units to maximize retention value and connection to stockholder gains.

Performance Share Awards

Our Named Executive Officers receive an annual award of performance-vested shares. The Compensation Committee believes that these awards reflect the direct influence that our executives have on our achievement of long-term performance goals. As structured, these awards have three potential levels of achievement that require specified gains in earnings per share over a three-year performance period. If the minimum level of achievement is not met, no shares will be awarded. The Compensation Committee selected earnings per share as the performance metric for these awards due to the strong link this metric has to stockholder returns.

The Compensation Committee believes the earnings per share targets set for these performance awards encourage significant and challenging, but not unreasonable, gains in our growth and earnings. To achieve minimum award payout, we must generally achieve a minimum of 8% compounded annual growth over the three-year performance period, which the Compensation Committee believes is a reasonable growth in earnings per share. Target and maximum award levels generally require 10% and 12% compounded annual growth respectively over the performance period. The Compensation Committee believes these targets set challenging but attainable levels of growth. The Compensation Committee reviews these targets with J. Richard and believes the target levels are appropriate and do not encourage any inappropriate risk taking by management.

In the 2012 fiscal year, we paid out the maximum award value to our executives under the performance share grant made in the 2009 fiscal year. The maximum achievement for these awards required 15% compounded annual growth in our earnings per share over the three-year performance period and executives received 150% of the target shares under the award for this achievement. The Compensation Committee has also determined that the awards made in the 2010 fiscal year achieved maximum payout. These awards reached the end of their performance cycle at the end of the 2012 fiscal year and required 12% compounded annual growth in earnings per share to achieve maximum payout. These awards will be paid to executives early in the 2013 fiscal year.

Time-Vested Awards

Although time-based vesting is not considered a performance-based award structure, our Compensation Committee considers time-vesting criteria to be an effective award structure for encouraging executive retention while maintaining a link to Company performance. Time-based vesting requires our executives to continue their service in order to benefit from these awards and any increased market value realized in the life of the awards directly increases the compensation realized by the executive.

The Compensation Committee uses restricted stock units for our Named Executive Officers, other than Mr. Weiss, in order to maintain the long-term value of equity awards in the face of market volatility. The Compensation Committee considers this to strengthen the value of long-term incentives as a retention tool because restricted stock units offer guaranteed value upon vesting. Restricted stock units are also expected to provide a direct link between our financial growth and executive realization of compensation gains.

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Mr. Weiss, as our Chief Executive Officer, continues to receive stock options in order to more closely align his interests with our stockholders. The Compensation Committee believes that the unique influence of the CEO s position warrants compensation that is more at risk if stockholder returns are not achieved. Because there is a higher risk that stock options will not maintain long-term compensation value, the Compensation Committee believes that they provide an additional degree of connection to stockholder interests.

All of the restricted stock unit and stock option awards made to the Named Executive Officers in the 2012 fiscal year vest over a four-year period.

Employee Benefits

Our Named Executive Officers are eligible to receive benefits similar to those provided to our employees generally, including participation in our 401(k) program with matching contributions, benefits under our Retirement Income Plan, health, life and disability insurance and severance benefits. These are discussed in more detail in the Narrative to the Executive Compensation Table on page 32, the Narrative to the Pension Benefits Table on page 39 and the section titled Potential Payments on Termination or a Change in Control on page 39. These benefits are generally similar to the benefits provided to our employee base as a whole and they allow us to compete in attracting and retaining executives.

Stock Ownership Guidelines

The Compensation Committee has implemented guidelines for stock ownership by certain executive officers based on position, including the Named Executive Officers. Under these guidelines in the 2012 fiscal year, Mr. Weiss had a target to hold Cooper common stock valued at three times his annual base salary. Mr. Weber and Ms. Kaufman had targets to hold Cooper common stock valued at twice their annual base salary. Messrs. Matz and White had a target to hold Cooper common stock valued equal to their annual base salaries.

The ownership guidelines provide that subject executives are expected to retain a percentage of shares acquired upon the exercise of stock options or vesting of full-value awards if their ownership is below the established threshold. All Named Executive Officers complied with the guidelines during the 2012 fiscal year.

Tax Deductibility of Compensation

Section 162(m) of the Internal Revenue Code of 1986, as amended, generally provides that publicly held companies may not deduct compensation in excess of $1,000,000 paid in any fiscal year to its chief executive officer and the other three most highly compensated Named Executive Officers employed at the end of the year (other than its chief financial officer). However, pursuant to regulations issued by the U.S. Treasury Department, certain limited exemptions to Section 162(m) apply with respect to qualified performance-based compensation.

In the course of structuring our compensation policies, the Compensation Committee considers ways to maintain the tax deductibility of the compensation for Named Executive Officers. However, the Compensation Committee intends to retain the necessary discretion to compensate executives in a manner in keeping with overall compensation goals and strategies, and may choose to provide compensation which may not be deductible by reason of Section 162(m). Our equity compensation plan is designed to be performance-based so that full value awards such as the performance awards which vest solely based on performance may be performance-based compensation and deductible under Section 162(m). Stock options granted at or above market value will also be performance-based

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compensation and deductible under Section 162(m). However, full value awards which vest based on time will not be qualified as performance-based and may not be deductible. Our Incentive Payment Plan has not been approved by our stockholders, and therefore bonuses payable under such plan do not qualify as performance-based compensation under Section 162(m).

Conclusion

The Compensation Committee believes that each element of compensation and the total compensation provided to each of our Named Executive Officers is reasonable, competitive and appropriate. The value of the compensation payable to the Named Executive Officers depends significantly on our financial performance and returns to our stockholders. The Compensation Committee believes that our compensation programs provide an appropriate mix of elements that will allow us to continue to attract, retain and motivate a top performing management team, without encouraging inappropriate risk-taking by our executives.

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Executive Compensation Tables

Summary Compensation Table

The table below shows compensation paid to the individuals who served as our Named Executive Officers during the past fiscal year.

Name and Principal Position	Year	Salary	Bonus (2)	Option Awards (3)	Stock Awards (3)	Non-Equity Incentive Plan Compensation (2)	Change in Pension Value (4)	All Other Compensation (5)	Total Compensation
Robert S. Weiss	2012	$ 765,000	$ 286,875	$ 2,420,992	$ 989,400	$ 805,545	$ 103,739	$ 45,897	$ 5,313,709
President & Chief Executive	2011	$ 735,000	$ 147,000	$ 2,229,000	$ 871,050	$ 907,358	$ 111,186	$ 33,338	$ 4,922,746
Officer	2010	$ 700,000	$ 315,000	$ -0-	$ 182,700	$ 913,500	$ 76,360	$ 16,856	$ 2,128,056
Greg W. Matz	2012	$ 353,600	$ 72,930	$ -0-	$ 847,718	$ 204,787	$ 34,882	$ 13,505	$ 1,492,540
Vice President & Chief Financial	2011	$ 286,895	$ 135,803	$ -0-	$ 748,183	$ 138,820	$ 12,578	$ 11,122	$ 1,320,823
Officer	2010	$ 137,500	$ 23,482	$ 691,650	$ -0-	$ 70,445	$ -0-	$ 6,290	$ 929,367
Carol R. Kaufman	2012	$ 403,520	$ 90,792	$ -0-	$ 1,148,825	$ 254,944	$ 116,063	$ 38,704	$ 1,936,785
Executive Vice President,	2011	$ 378,231	$ 42,739	$ -0-	$ 907,961	$ 263,803	$ 79,875	$ 18,493	$ 1,611,227
Secretary & Chief	2010	$ 360,000	$ 89,100	$ -0-	$ 82,215	$ 258,390	$ 52,040	$ 18,327	$ 808,032
Administrative Officer									
John A. Weber	2012	$ 403,520	$ 90,792	$ -0-	$ 1,148,825	$ 224,680	$ 51,133	$ 38,805	$ 1,906,622
President, CooperVision	2011	$ 388,000	$ 34,920	$ -0-	$ 1,095,593	$ 250,508	$ 27,591	$ 29,673	$ 1,798,694
	2010	$ 370,000	$ 99,900	$ -0-	$ 82,215	$ 237,096	$ 15,881	$ 12,014	$ 801,225
Albert G. White III	2012	$ 353,600	$ 72,930	$ -0-	$ 847,718	$ 204,787	$ 37,577	$ 17,298	$ 1,496,333
Vice President & Chief Strategic									
Officer									
Eugene J. Midlock (1)	2012	$ 269,460	$ 46,849	$ -0-	$ 573,918	$ 131,553	$ 48,259	$ 20,637	$ 1,042,417
Vice President, Tax	2011	$ 406,000	$ 48,720	$ -0-	$ 1,095,593	$ 300,724	$ 33,514	$ 18,377	$ 1,869,414
	2010	$ 390,000	$ 105,300	$ -0-	$ 82,215	$ 305,370	$ 28,470	$ 18,713	$ 901,598

(1) Mr. Midlock served as our Senior Vice President and Chief Financial Officer during the first quarter of the 2012 fiscal year. He resigned from the position of Chief Financial Officer in December 2011 and continues as our Vice President, Tax. Greg W. Matz was appointed in December 2011 as our Vice President and Chief Financial Officer to succeed Mr. Midlock.

(2) Amounts shown in the Bonus and Non-Equity Incentive Plan Compensation columns reflect the cash incentive bonuses awarded under our 2012 Incentive Payment Plan. Amounts shown in the Bonus column represent the portion of the award based on the discretion of our Compensation Committee and amounts shown in the Non-Equity Incentive Plan Compensation column represent the portion of the bonus determined by quantitative factors. The structure of our Incentive Payment Plan is discussed in more detail below in the Narrative to the Grants of Plan Based Awards Table on page 33 as well as in our Compensation Discussion and Analysis on page 20.

(3) Amounts shown in the Option Awards and Stock Awards columns reflect the aggregate grant date fair value of stock option, restricted stock unit and performance share awards granted to each Named Executive Officer with respect to the 2012, 2011 and 2010 fiscal years in accordance with FASB Accounting Standards Codification Topic 718 (ASC 718), *Compensation-Stock Compensation*. For a discussion of valuation assumptions, see Note 8, *Stock Plans*, in our Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended October 31, 2012. These awards are discussed in detail below the Narrative to the Grants of Plan-Based Awards table on page 33 and in the Compensation Discussion and Analysis on page 20.

(4) Change in value of accumulated pension benefits for 2012 was calculated as the difference between the value of accumulated benefits at October 31, 2012 and the value of accumulated benefits at October 31, 2011. The value of benefits at October 31, 2012 is based on a 3.75% discount rate and the RP2000 Mortality Tables with twelve years of projected mortality improvement using Scale AA; the value of benefits at October 31, 2011 is based on a 4.75% discount rate and the RP2000 Mortality Tables; and the value of benefits at October 31, 2010 is based on a 5.50% discount rate and the RP2000 Mortality Tables.

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(5) Amounts included in the All Other Compensation column consist of the following:

Name	Year	Company s 401(k) Contributions	Automobile Allowance and Expenses	Income Associated to Life Insurance	Personal & Spousal Travel
Robert S. Weiss	2012	$ 3,000	$ 10,203	$ 11,430	$ 21,264
	2011	$ 2,500	$ 9,915	$ 10,515	$ 10,408
	2010	$ 2,000	$ 8,916	$ 5,940	$ -0-
Greg W. Matz	2012	$ 3,000	$ 8,728	$ 1,777	$ -0-
	2011	$ 2,500	$ 7,200	$ 1,422	$ -0-
	2010	$ 2,000	$ 3,600	$ 690	$ -0-
Carol R. Kaufman	2012	$ 3,000	$ 10,707	$ 5,916	$ 19,080
	2011	$ 2,500	$ 10,427	$ 5,565	$ -0-
	2010	$ 2,000	$ 11,047	$ 5,280	$ -0-
John A. Weber	2012	$ 3,000	$ 12,237	$ 1,945	$ 21,624
	2011	$ 2,500	$ 11,493	$ 1,299	$ 14,382
	2010	$ 2,000	$ 8,778	$ 1,236	$ -0-
Albert G. White III	2012	$ 3,000			