

Hefferon Timothy Ward
 Form 4
 May 30, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Hefferon Timothy Ward

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 39550 ORCHARD HILL PLACE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/27/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, General Counsel & Secretary

NOVI, MI 48375
 (City) (State) (Zip)

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

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common stock	05/28/2012		M	V	41,754 A \$ 25.52	89,429	D
Common stock	05/27/2012		F		4,592 D \$ 36.1	84,837	D
Common stock	05/28/2012		F		33,286 D \$ 36.1	51,551	D

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

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number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Employee stock options (right to buy) <u>(1)</u>	\$ 25.52	05/27/2012		M	41,754	05/27/2012 05/27/2020	Common stock	41,754
7% cumulative participating convertible preferred stock	\$ 23.3057	05/27/2012		F	272	<u>(2)</u> <u>(3)</u>	Common stock	1,160

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hefferon Timothy Ward 39550 ORCHARD HILL PLACE NOVI, MI 48375			VP, General Counsel & Secretary	

Signatures

/s/ Timothy W.
Hefferon

05/30/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Options exercised under the 2010 Management Incentive Plan.

(2) These shares of participating preferred stock are entitled to receive dividends at a rate of 7% per annum and may be converted at any time at a conversion price of \$23.30574 per share of common stock, subject to adjustment upon certain events specified in the certificate of designations.

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(3) The 7% cumulative participating convertible preferred stock do not have an expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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