

Edwards Jeffrey S
Form 4
February 19, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Edwards Jeffrey S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common stock ⁽¹⁾ | 02/14/2019 | | A | V | 8,055 <u>(2)</u> | \$ 74.15 | 108,731 D |
| Common stock | 02/14/2019 | | F | | 2,299 | \$ 74.15 | 106,432 D |
| Common stock | 02/18/2019 | | M | | 7,200 | \$ 64.56 | 113,632 D |
| Common stock | 02/18/2019 | | F | | 3,140 | \$ 64.56 | 110,492 D |
| Common stock | | | | | | | 13,200 I |

By Trust ⁽³⁾

Edgar Filing: Edwards Jeffrey S - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Employee stock options (right to buy) ⁽⁴⁾ | \$ 74.15 | 02/14/2019 | | A | 45,293 | ⁽⁵⁾ | | 02/14/2029 ⁽⁶⁾ | | Common stock |
| Restricted Stock Units ⁽⁷⁾ | ⁽⁸⁾ | 02/14/2019 | | A | 10,250 | 02/14/2022 ⁽⁹⁾ | | 02/14/2022 | | Common stock |
| Restricted Stock Units ⁽¹⁰⁾ | \$ 64.56 | 02/18/2019 | | M | 7,200 | 02/18/2019 | | 02/18/2019 | | Common stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Edwards Jeffrey S 39550 ORCHARD HILL PLACE NOVI, MI 48375 | X | | Chairman and CEO | |

Signatures

/s/ Joanna M. Totsky on behalf of Jeffrey S. Edwards under Power of Attorney 02/19/2019

__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)

Edgar Filing: Edwards Jeffrey S - Form 4

On February 18, 2016, the reporting person was granted 9,050 Performance Units (PU's) under the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan, as amended and restated, and the Cooper-Standard Automotive Inc. Long-Term Incentive Plan. The performance goal is the company's return on invested capital (ROIC) for the three-year performance period. At the end of the performance period, the company had the option, at its discretion, to adjust the potential number of PU's that vested upwards or downwards based upon the performance goal achieved.

- (2) This is the number of common shares received based upon the performance-goal achieved at the end of the performance period.
- (3) Shares held by an irrevocable family trust for which the Reporting Person's spouse is a beneficiary. The Reporting Person disclaims beneficial ownership of the stock held by the trust except to the extent of his pecuniary interest therein.
- (4) These are time-restricted employee stock options with the right to buy, granted to the reporting person on February 14, 2019, under the Cooper-Standard Holdings Inc. 2017 Omnibus Incentive Plan.
- (5) Subject to the reporting person's continued employment with the company or its affiliate, one third of the options shall vest on each of the first three anniversaries of the grant date.
To the extent an option would expire at a time when the holder of such option is prohibited by applicable law or by the Company's insider trading policy from exercising the option (the "Closed Window Period"), then such Option shall remain exercisable until the thirtieth (30th) day following the end of the Closed Window Period
- (6) These are time-based restricted stock units (RSUs) granted to the reporting person on February 14, 2019, under the Cooper-Standard Holdings Inc. 2017 Omnibus Incentive Plan.
The company, in its sole discretion, settles such RSU's by electing either to (i) make an appropriate book entry in the reporting person's name for a number of shares equal to the number of RSU's that have vested or (ii) deliver an amount of cash equal to the fair market value, determined as of the vesting date, of a number of shares equal to the number of RSU's that have vested.
- (7) Subject to the reporting person's continued employment with the company or its affiliate, these RSU's shall vest and no longer be subject to forfeiture on the third anniversary date of the grant.
- (8) These are time-based restricted stock units (RSU's) granted to the reporting person on February 18, 2016, under the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan, as amended and restated.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.