

# COOPER-STANDARD HOLDINGS INC.

Reported by  
**STEPHENSON KEITH DWAYNE**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/22/17 for the Period Ending 02/21/17

Address	39550 ORCHARD HILL PLACE DRIVE NOVI, MI 48375
Telephone	248-596-5900
CIK	0001320461
Symbol	CPS
SIC Code	3714 - Motor Vehicle Parts and Accessories
Industry	Auto, Truck & Motorcycle Parts
Sector	Consumer Cyclical
Fiscal Year	12/31

# FORM 4

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

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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 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Stephenson Keith Dwayne</b>			<b>Cooper-Standard Holdings Inc. [ CPS ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Executive VP and COO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>39550 ORCHARD HILL PLACE</b>			<b>2/21/2017</b>			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)					
<b>NOVI, MI 48375</b>								
(City)			(State)			(Zip)		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock	2/21/2017		M		48000	A	\$25.52	81972	D	
Common stock	2/21/2017		F		27550	D	\$118.10	54422	D	
Common stock	2/21/2017		M		7569	A	\$25.52	61991	D	
Common stock	2/21/2017		F		4377	D	\$118.10	57614	D	
Common stock	2/21/2017		M		13000	A	\$46.75	70614	D	
Common stock	2/21/2017		F		8775	D	\$118.10	61839	D	
Common stock	2/21/2017		M		17700	A	\$45	79539	D	
Common stock	2/21/2017		F		11806	D	\$118.10	67733	D	
Common stock	2/21/2017		M		21900	A	\$38.74	89633	D	
Common stock	2/21/2017		F		13983	D	\$118.10	75650	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee stock options (right to buy) (1)	\$25.52	2/21/2017		M		48000		5/27/2012	5/27/2020	Common stock	48000.0	\$0	0	D	
Employee stock options (right to buy) (2)	\$25.52	2/21/2017		M		7569		5/27/2012 (3)	5/27/2020	Common stock	7569.0	\$0	4372	D	
Employee stock options (right to buy) (4)	\$46.75	2/21/2017		M		13000		3/15/2014	3/15/2021	Common stock	13000.0	\$0	0	D	
Stock Options (5)	\$45.0	2/21/2017		M		17700		3/9/2015	3/9/2022	Common stock	17700.0	\$0	0	D	
Stock Options (6)	\$38.74	2/21/2017		M		21900		5/9/2016	5/9/2023	Common stock	21900.0	\$0	0	D	

### Explanation of Responses:

- These restricted stock options were granted to the reporting person on May 27, 2010, under the 2010 Cooper-Standard Holdings Inc. Management Incentive Plan.
- These restricted stock options in respect of warrants were granted to the reporting person on May 27, 2010, under the 2010 Cooper-Standard Holdings Inc. Management Incentive Plan.
- Assuming continued employment, one-fourth of the restricted options in respect of warrants shall vest (i) on each of the first four (4) anniversary dates of the date of grant and (ii) upon the exercise of certain outstanding warrants that have been issued in respect of the Company's common stock. The number of options that will vest under clause (ii) will be based on a formula that is tied to the percentage of warrants that are exercised.

( 4) These employee stock options were granted to the reporting person on March 15, 2011, under the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan ("2011 Omnibus Incentive Plan").

( 5) These restricted stock options (right to buy) were granted to the reporting person on March 9, 2012, under the 2011 Omnibus Incentive Plan.

( 6) These restricted stock options (right to buy) were granted to the reporting person on February 15, 2013, under the 2011 Omnibus Incentive Plan.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Stephenson Keith Dwayne</b> <b>39550 ORCHARD HILL PLACE</b> <b>NOVI, MI 48375</b>			<b>Executive VP and COO</b>	

**Signatures**

/s/ Kristan L. Miller, on behalf of Keith D. Stephenson under Power of Attorney

2/22/2017

\*\*Signature of Reporting Person

Date

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

\* 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).

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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