

# COOPER-STANDARD HOLDINGS INC.

Reported by  
**HARDT MATTHEW W**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/15/17 for the Period Ending 02/13/17

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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[ ] 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 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>Hardt Matthew W</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 &amp; CFO</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>2/13/2017</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			

**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)	\$107.48	2/13/2017		A		5269		(2)	2/13/2027	Common stock	5269.0	\$0	5269	D	
Restricted Stock Units (3)	(4)	2/13/2017		A		1093		2/13/2020 (5)	2/13/2020	Common stock	1093.0	\$0	1093	D	

**Explanation of Responses:**

- ( These are time-restricted employee stock options (right to buy) granted to the reporting person under the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan, as amended and restated.
  - 1) Incentive Plan, as amended and restated.
- ( 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
  - 2) anniversaries of the grant date.
- ( These are restricted stock units (RSU's) granted to the reporting person under the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan, as amended
  - 3) and restated.
- ( The company, in its sole discretion, will settle such RSU's by electing either to (i) make an appropriate book entry in the reporting person's name for a number
  - 4) 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.
- ( 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
  - 5) third anniversary date of the grant.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Hardt Matthew W 39550 ORCHARD HILL PLACE NOVI, MI 48375</b>			<b>Executive VP &amp; CFO</b>	

**Signatures**

/s/ **Kristan L. Miller, on behalf of Matthew W. Hardt under power of attorney**

**2/15/2017**

\*\*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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