Duke Energy CORP
Form 4
February 27, 2015

FORM 4

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

OMB APPROVAL

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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, 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 *
GOOD LYNN J

(Last) (First) (Middle)

550 S. TRYON STREET

(Street)

CHARLOTTE, NC 28202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Duke Energy CORP [DUK]

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Vice Chair, Pres, CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/25/2015		F		647	D	$ 79.01	96,644	D	
Common Stock	02/25/2015		F		1,019	D	$ 79.01	95,625	D	
Common Stock	02/25/2015		F		2,517	D	$ 79.01	93,108	D	
Common Stock	02/25/2015		A		20,504	A	$ 79.01	113,612	D	
Common Stock	02/25/2015		M		16,272	A	$ 79.01	129,884	D	

Common Stock	02/25/2015		F		7,759	D	$ 79.01	122,125	D	
Common Stock								1,905	I	By 401(k)
Common Stock (1)								1,524	I	By Spouse

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	$ 79.01	02/25/2015		M		16,272		02/25/2015	(2)	Common Stock	16,272

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOOD LYNN J 550 S. TRYON STREET CHARLOTTE, NC 28202	X		Vice Chair, Pres, CEO	

Signatures

/s/ David S. Maltz, attorney-in-fact Lynn J. Good	02/27/2015
**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) Amounts held by spouse increased due to dividend reinvestment.

(2) Expiration date not applicable.

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. d exercisable as follows:

a. one-quarter on each of May 2, 2005 and May 1, 2006; and
b. one-half on October 26, 2009.

(3) Options were granted on October 27, 2005 and became vested and exercisable on October 27, 2010.

(4) Options were granted on October 25, 2007 and became vested and exercisable as follows:

a. one-quarter on each of October 25, 2008, October 25, 2009 and October 25, 2010; and
b. one-quarter on March 10, 2011.

(5) Options were granted on October 30, 2008 and became vested and exercisable in equal portions on each of February 1, 2009, February 4, 2009, February 25, 2009 and March 29, 2009.

(6) Options were granted on December 10, 2008 and will become vested and exercisable in equal portions on each of the first through fourth anniversaries of the date of grant.

(7) Options were granted on December 10, 2008 and became vested on October 31, 2009.

(8) Options were granted on December 11, 2008 and will become vested and exercisable in equal portions on each of the first through fifth anniversaries of the date of grant.

(9) Options were granted on December 13, 2010 and will become vested and exercisable in equal portions on each of the first through fourth anniversaries of the date of grant.

(10) Options were granted on December 13, 2010 and will become vested and exercisable in equal portions on each of the first through fifth anniversaries of the date of grant.

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(11) Options were granted on December 14, 2011 and will become vested and exercisable in equal portions on each of the first through fourth anniversaries of the date of grant.

(12) Performance Units granted on December 9, 2009 which will vest depending on the achievement of specified levels of growth in earnings per share for the 2012 fiscal year. Share amounts represent maximum payout amounts and are valued at $95.98 per share, the closing price of our stock on October 31, 2012.

(13) Performance Units granted on December 13, 2010 which will vest depending on the achievement of specified levels of growth in earnings per share for the 2013 fiscal year. Share amounts represent maximum payout amounts and are valued at $95.98 per share, the closing price of our stock on October 31, 2012.

(14) Performance Units granted on December 14, 2011 which will vest depending on the achievement of specified levels of growth in earnings per share for the 2014 fiscal year. Share amounts represent maximum payout amounts and are valued at $95.98 per share, the closing price of our stock on October 31, 2012.

(15) Options were granted on May 3, 2010 and will become vested and exercisable in equal portions on each of the first through fourth anniversaries of the date of grant.

(16) Award granted as RSUs on November 29, 2010 and valued at $95.98 per share, the closing price of our stock on October 31, 2012. The units will vest in equal portions on each of January 8, 2012, January 8, 2013, January 8, 2014 and January 8, 2015.

(17) Award granted as RSUs on December 14, 2011 and valued at $95.98 per share, the closing price of our stock on October 31, 2012. The units will vest in equal portions on each of January 8, 2013, January 8, 2014, January 8, 2015 and January 8, 2016.

(18) Options were granted on July 7, 2003 and became vested in equal portions on: July 22, 2003, September 16, 2003, December 5, 2003, July 22, 2004, September 16, 2004, December 5, 2004, July 22, 2005, September 16, 2005, and December 5, 2005.

(19) Options were granted on January 25, 2005 and became vested and exercisable on January 25, 2010.

(20) Options were granted on April 10, 2006 and became vested in equal amounts on March 8, 2011, April 1, 2011, April 2, 2011 and April 10, 2011.

Option Exercises and Stock Vested

The following table details the number of shares acquired on exercise of stock options during the 2012 fiscal year by the Named Executive Officers:

	Option Awards		Stock Awards	
Name	**Number of Shares Acquired on Exercise**	**Value Realized on Exercise**	**Number of Shares Acquired on Vesting**	**Value Realized on Vesting (1)**
Robert S. Weiss	54,000	$ 2,887,811	15,000	$ 1,120,950
Greg W. Matz		$ -0-	2,351	$ 162,666

Carol R. Kaufman	36,000	$ 1,715,634	7,425	$ 541,159
John A. Weber	47,625	$ 2,668,831	10,125	$ 737,944
Albert G. White	33,625	$ 2,051,314	13,000	$ 989,213
Eugene J. Midlock	54,625	$ 1,631,423	10,125	$ 737,944

(1) Includes shares issued on vesting of performance share awards granted on February 9, 2009 to the Named Executive Officers. The following Named Executive Officers elected to defer receipt of the indicated shares until the 5th business day of 2014 as provided by the terms of the underlying award agreements.

Name	Number of Shares Deferred
Robert S. Weiss	15,000
Albert G. White III	4,500
Eugene J. Midlock	6,750

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Non- Qualified Deferred Compensation Table

The table below sets forth certain information as of October 31, 2012 with respect to the non-qualified deferred compensation plans in which our Named Executive Officers participate.

Name	Plan Name	Registrant Contributions in Last Fiscal Year ($) (1)	Aggregate Balance at Last Fiscal Year End ($) (2)
Robert S. Weiss	Performance Share Awards	$ 1,120,950	$ 1,439,700
Greg W. Matz			
Carol R. Kaufman			
John A. Weber			
Albert G. White III	Performance Share Awards	$ 336,285	$ 431,910
Eugene J. Midlock	Performance Share Awards	$ 504,428	$ 647,865

(1) Valued at closing price on the payment date of performance share awards deferred under the terms of the underlying agreement agreements.

(2) Valued at $95.98 per share, the closing price of our stock on October 31, 2012.

Pension Benefits Table

Credited service and value of the accumulated benefits payable to our Named Executive Officers as of October 31, 2012 under our Retirement Income Plan at the normal retirement age of 65 are as follows:

Name	Number of Years of Credited Service	Present Value of Accumulated Benefit (1)	Payments During Last Fiscal Year
Robert S. Weiss	34.75	$ 810,847	$ -0-
Greg W. Matz	1.50	$ 47,460	$ -0-
Carol R. Kaufman	17.07	$ 515,097	$ -0-
John A. Weber	6.75	$ 130,367	$ -0-
Albert G. White	5.50	$ 82,822	$ -0-
Eugene J. Midlock	6.75	$ 215,020	$ -0-

(1) Present value is calculated as of the October 31, 2012 measurement date and is based on a 3.75% discount rate and the RP2000 Mortality Tables with 12 years of mortality improvement using Scale AA. Messrs. Midlock and Weiss are over age 65, and therefore the present value of their accumulated benefit reflects the actual annual accrued benefit as of October 31, 2012.

Narrative to Pension Benefits Table

Our Retirement Income Plan (the RIP) was adopted in December 1983. The majority of the Company s U.S. employees who work at least 1,000 hours per year are covered by the Plan. For services performed after December 31, 1988, members are entitled to an annual retirement benefit equal to 0.60% of base annual compensation up to $10,000 and 1.20% of base annual compensation which exceeds $10,000 but is not in excess of the applicable annual maximum compensation permitted to be taken into account under Internal Revenue Service guidelines for each year of service. For service prior to January 1, 1989, members are entitled to an annual retirement benefit equal to 0.75% of base annual compensation up to the Social Security Wage Base in effect that year and 1.50% of base annual compensation in excess of the Social Security Wage Base for each year of service.

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Credited service and value of the accumulated benefits payable as of October 31, 2012 under the Company s Retirement Income Plan at the normal retirement age of 65 are based on the current accumulated benefits for the Named Executive Officers. The estimated annual benefits payable under this Plan upon retirement (at the normal retirement age of 65) are as follows:

Officer	Estimated Annual Benefits Payable (1)
Robert S. Weiss	$ 65,153
Greg W. Matz	$ 15,611
Carol R. Kaufman	$ 45,255
John A. Weber	$ 63,536
Albert G. White, III	$ 81,041
Eugene J. Midlock	$ 18,796

(1) Messrs. Midlock and Weiss are over age 65 and the estimated annual benefits payable reflects their annual payable benefit as of October 31, 2012.

Potential Payments upon Termination or Change in Control

During the 2012 fiscal year, we had agreements in place with our Named Executive Officers that govern the terms of post-employment compensation in the event of a termination of their employment. All except the agreements with Messrs. Weiss and White are subject to our Change in Control Severance Plan adopted on May 21, 2007. The Change in Control Severance Plan provides severance benefits to certain of our key employees as recommended by management. Agreements under this plan require prior approval of the Compensation Committee before they are offered to executives. The Change in Control Severance Plan is designed to be an employee welfare benefit plan, as defined in Section 3(1) of the Employee Retirement Income Security Act of 1974, as amended, or ERISA. At the time of this Proxy Statement, approximately 20 employees have agreements in place under this plan.

The following tables provide estimated amounts payable to each of the Named Executive Officers assuming termination of employment on October 31, 2012. The tables assume that the value at termination of outstanding equity awards is $95.98, which was the fair market value of our common stock on October 31, 2012. Upon termination of employment, amounts due to the Named Executive Officers will be paid in monthly installments.

Robert S. Weiss

Our severance agreement with Mr. Weiss originally took effect in August 1989. Under the agreement, Mr. Weiss would be entitled to a payment of up to 150% of his base salary in the event of his: (i) termination without cause, (ii) termination within 90 days of a change in control event, (iii) voluntary resignation with good reason, or (iv) separation after a request to relocate more than 50 miles from his current workplace. He would also be entitled to a prorated portion of his bonus under the applicable Incentive Payment Plan, immediate vesting in his outstanding equity awards and his accrued benefits under the Retirement Income Plan, and continued coverage under our benefits program for up to 18 months.

The agreement with Mr. Weiss also provides for certain limited payments in the event that he voluntarily resigns his position without good reason. Mr. Weiss is required to provide a minimum of 45 days notice of his resignation to receive these payments. Upon proper notice, he can receive a percentage of his current annual base salary equal to the number of days notice provided divided by 360, to a maximum of 25%.

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	Voluntary Resignation	Termination without Cause or Resignation for Good Reason	Termination after Change of Control or Separation After Request to Relocate	Retirement	Death
Severance Payment (1)	$ 191,250	$ 1,147,500	$ 765,000	$ -0-	$ 1,147,500
Incentive Payment Plan (2)	$ -0-	$ 1,092,420	$ 1,092,420	$ 1,092,420	$ 1,092,420
Pension Benefits (3)	$ 810,847	$ 810,847	$ 810,847	$ 810,847	$ 810,847
Equity Awards (4)	$ -0-	$ 31,544,764	$ 32,504,564	$ 21,834,699	$ 21,834,699
Benefits (5)	$ -0-	$ 48,384	$ 32,256	$ -0-	$ 1,300,000
Total Payable on Separation	**$ 1,002,097**	**$ 34,643,915**	**$ 35,205,087**	**$ 23,737,966**	**$ 26,185,466**

(1) Represents 25% of base salary for the 2012 fiscal year, the maximum amount allowed under the agreement, in the event of a voluntary resignation with a minimum of 45 days notice. Represents 150% of base salary for the 2012 fiscal year in the event of termination without cause or resignation with good reason. Represents 100% of base salary for the 2012 fiscal year upon termination within 90 days of a change in control or after a request to relocate.

Mr. Weiss severance agreement provides that if he is entitled to payment for any of the above reasons, his estate will receive the same payments in the event of his death. For purposes of estimating payments on death for the above table, the maximum payout of 150% of base salary has been used on the assumption that severance at this level was triggered immediately prior to his death and his estate is entitled to such payments under the agreement. No severance is automatically paid upon retirement or death under Mr. Weiss agreement or Company policy.

(2) Represents the bonus award payable to Mr. Weiss under the 2012 Incentive Payment Plan, which was earned in full but not yet paid as of October 31, 2012. Upon voluntary resignation prior to the date that awards are paid under the 2012 IPP this award would be forfeit.

(3) Mr. Weiss is fully vested in all benefits due under our Retirement Income Plan and will retain his accrued benefits after termination of employment. For further information on the Retirement Income Plan, see the Pension Benefits Table on page 38. In the event of the executive s death, benefits are payable to the estate.

(4) Represents the realizable value on the sale of the shares underlying equity awards which were outstanding at October 31, 2012 at a stock price of $95.98; includes shares which were either vested at October 31st or would be subject to accelerated vesting upon a termination of employment. For purposes of estimating the value of performance shares which have not completed their performance period, it is assumed that target award levels will be achieved and paid accordingly, except in the event of a change in control which may trigger certain provisions to require payout at maximum achievement.

Upon termination without cause, voluntary resignation with good reason, termination after a change in control, or separation after a request to relocate, Mr. Weiss outstanding equity awards which were not vested will immediately become fully vested and exercisable. All awards will be entirely forfeit on voluntary resignation without good reason regardless of notice provided.

In the event of retirement or death, outstanding equity awards will be treated in accordance with the terms of their associated agreements. Generally, outstanding stock options that are unvested at the date of the holder s retirement or death will be forfeit. Vested options will remain outstanding and exercisable for a term of three years from the date of retirement or one year from the date of death. Termination for retirement or upon death will result in payment of a pro rata portion of performance shares which have not completed their performance cycle based on how much of the performance cycle was completed at termination.

(5) Mr. Weiss and his dependents will be eligible to continue participation in our insurance benefit plans until all severance benefits have been paid. Amounts reflect the value of benefits over the severance period or benefits payable under our life insurance policies in the event of Mr. Weiss death.

Albert G. White III

Our Change in Control Agreement with Albert G. White III originally took effect in January 2007 and was amended in September 2008. Under the agreement, Mr. White would be entitled to a payment of 100% of his base salary in the event of his termination within 90 days of a change in control event, provided he is not terminated for cause and does not voluntarily resign his position.

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He would also be entitled to a prorated portion of his bonus under the applicable Incentive Payment Plan and continued coverage under the Company s benefits program for up to 12 months from the date of termination in the event of termination for any of these reasons.

	Termination without Cause	Termination after Change of Control	Retirement	Death
Severance Payment (1)	$ 58,238	$ 353,600	$ -0-	$ -0-
Incentive Payment Plan (2)	$ 178,402	$ 178,402	$ 178,402	$ 178,402
Present Value of Accumulated Pension Benefits (3)	$ 82,822	$ 82,822	$ 82,822	$ 82,822
Equity Awards (4)	$ 2,705,700	$ 3,972,636	$ 3,655,422	$ 3,655,422
Benefits (5)	$ 11,494	$ 45,977	$ -0-	$ 1,416,000
Total Payable on Separation	**$ 3,036,656**	**$ 4,633,437**	**$ 3,916,646**	**$ 5,332,646**

(1) Represents the severance due per Company policy for all employees in the event of termination without cause. Represents 100% of base salary for the 2012 fiscal year in the event of termination without cause within 90 days of a change in control. No severance is due upon retirement or death of the executive.

(2) Represents the bonus award payable to Mr. White under the 2012 Incentive Payment Plan, which was earned in full but not yet paid as of October 31, 2012. Upon voluntary resignation prior to the date that awards are paid under the 2012 IPP, this award would be forfeit.

(3) Mr. White is fully vested in all benefits due under our Retirement Income Plan and will retain his accrued benefits after termination of employment. For further information on the Retirement Income Plan, see the Pension Benefits Table on page 38. In the event of the executive s death, benefits are payable to the estate.

(4) Represents the realizable value on the sale of the shares underlying equity awards which were outstanding at October 31, 2012 at a stock price of $95.98. Includes shares which were either vested at October 31st or would be subject to accelerated vesting upon a termination of employment. For purposes of estimating the value of performance shares which have not completed their performance period, it is assumed that target award levels will be achieved and paid accordingly, except in the event of a change in control which may trigger certain provisions to require payout at maximum achievement. Information on the value of awards on retirement is presented as if Mr. White were retirement age at October 31, 2012.

Upon termination, outstanding equity awards will be treated in accordance with the terms of their associated agreements. Generally, stock options that are unvested at the date of the holder s termination will be forfeit. Vested options will remain outstanding and exercisable for a term of three months from the termination date in the case of a termination without cause, three years from the date of retirement or one year from the date of death. Outstanding unvested RSUs would be immediately forfeited under the terms of the associated award agreement upon any termination of employment. Performance share awards will be entirely forfeit on voluntary resignation or termination without cause. Termination for death, disability or retirement will result in payment of a pro rata portion of the performance shares based on how much of the performance cycle was completed at termination.

(5) In the event that Mr. White s employment is terminated, he and his dependents will be eligible to continue participation in our insurance benefit plans for up to 24 months after the date of termination. Amounts reflect the value of benefits over the severance period or benefits payable under our life insurance policies in the event of Mr. White s death.

Other Named Executive Officers

We have Change in Control agreements in place under our Change in Control Severance Plan with each of Messrs. Matz, Midlock and Weber and Ms. Kaufman. The agreements with Messrs. Weber and Midlock and Ms. Kaufman took effect in June 2007 and the agreement with Mr. Matz took effect in June 2010. These agreements continue in effect until the executive s employment terminates and all severance obligations have been fulfilled. Under the agreements, each of these executives would be entitled to a payment of 200% of their base salary in the event of either termination without cause or voluntary resignation with good reason within one year of a change in control event.

Each executive would also be entitled to a pro rata portion of their bonus under the applicable Incentive Payment Plan, immediate vesting in their outstanding equity awards and their currently

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accrued benefits under the Retirement Income Plan, continued coverage under our benefits program for up to 24 months and payment of all salary and vacation which was accrued but unpaid at the date of termination.

If employment terminates for these executives other than as provided for in their change in control agreements, the standard Company severance policies for all employees will apply. The following table provides information regarding the amounts payable to these executives in the event of a termination of employment.

	Termination without Cause	Termination or Resignation with Good Reason after a Change in Control	Retirement	Death
Greg W. Matz				
Severance Payment (1)	$ 58,238	$ 707,200	$ -0-	$ -0-
Incentive Payment Plan (2)	$ 277,717	$ 277,717	$ 277,717	$ 277,717
Pension Benefits (3)	$ 47,460	$ 47,460	$ 47,460	$ 47,460
Equity Awards (4)	$ 642,263	$ 4,154,099	$ 1,107,478	$ 1,107,478
Benefits (5)	$ 8,064	$ 65,776	$ -0-	$ 1,416,000
Total Payable on Separation	**$ 1,033,742**	**$ 5,252,252**	**$ 1,432,655**	**$ 2,848,655**
John A. Weber				
Severance Payment (1)	$ 76,197	$ 807,040	$ -0-	$ -0-
Incentive Payment Plan (2)	$ 315,472	$ 315,472	$ 315,472	$ 315,472
Pension Benefits (3)	$ 130,367	$ 130,367	$ 130,367	$ 130,367
Equity Awards (4)	$ 1,301,500	$ 6,982,177	$ 2,596,654	$ 2,596,654
Benefits (5)	$ 11,494	$ 93,756	$ -0-	$ 1,616,000
Total Payable on Separation	**$ 1,835,030**	**$ 8,328,812**	**$ 3,042,493**	**$ 4,658,493**
Carol R. Kaufman				
Severance Payment (1)	$ 435,836	$ 807,040	$ -0-	$ -0-
Incentive Payment Plan (2)	$ 345,736	$ 345,736	$ 345,736	$ 345,736
Pension Benefits (3)	$ 515,097	$ 515,097	$ 515,097	$ 515,097
Equity Awards (4)	$ 12,372,463	$ 17,272,015	$ 13,667,617	$ 13,667,617
Benefits (5)	$ 18,564	$ 30,285	$ -0-	$ 1,808,000
Total Payable on Separation	**$ 13,687,696**	**$ 18,970,173**	**$ 14,528,450**	**$ 16,336,450**
Eugene J. Midlock				
Severance Payment (1)	$ 80,469	$ 538,919	$ -0-	$ -0-
Incentive Payment Plan (2)	$ 349,566	$ 349,566	$ 349,566	$ 349,566
Pension Benefits (3)	$ 215,020	$ 215,020	$ 215,020	$ 215,020
Equity Awards (4)	$ -0-	$ 4,933,377	$ 1,211,460	$ 1,211,460
Benefits (5)	$ 15,326	$ 93,756	$ -0-	$ 624,000
Total Payable on Separation	**$ 660,381**	**$ 6,130,638**	**$ 1,776,046**	**$ 2,400,046**

(1) Represents the severance due per Company policy for all employees in the event of other termination without cause. Represents 200% of base salary for the 2012 fiscal year in the event of termination without cause or resignation for good reason within one year of a change in

control. No severance is due upon retirement or death of the executive.

(2) Represents the bonus award payable under the 2012 Incentive Payment Plan which was earned in full but not yet paid as of October 31, 2012.

(3) Upon termination without cause, retirement or death executives who are vested in the Retirement Income Plan will retain accrued benefits. These benefits will be paid upon the executive s application for retirement benefits in accordance with

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the terms of the Retirement Income Plan, or in the event of the executive s death, benefits are payable to the estate. For further information on the Retirement Income Plan, see the Pension Benefits Table on page 33.

Upon termination without cause or resignation with good reason after a change in control, all benefits due under our Retirement Income Plan will vest in full. If the terms of the Retirement Income Plan prevent immediate vesting the executive will receive substantially equivalent benefits.

As of October 31, 2012, Mr. Matz was not vested in the Retirement Income Plan.

(4) Represents the realizable value on the sale of the shares underlying equity awards which were outstanding at October 31, 2012 at a stock price of $95.98. Includes shares which were either vested at October 31st or would be subject to accelerated vesting upon a termination of employment. For purposes of estimating the value of performance shares which have not completed their performance period, it is assumed that target award levels will be achieved and paid accordingly, except in the event of a change in control which may trigger certain provisions to require payout at maximum achievement.

Upon termination after a change in control or resignation with good reason after a change in control, all outstanding equity awards will immediately become fully vested. Termination on a change in control will result in immediate payment of performance shares at either target or maximum award levels depending on how much of the performance cycle has been completed.

In the event of the executive s termination without cause, retirement or death, outstanding equity awards will be treated in accordance with the terms of the associated award agreements. Generally, stock options that are unvested at the date of the holder s termination will be forfeit. Vested options will remain outstanding and exercisable for a term of three months from the termination date in the case of a termination without cause, three years from the date of retirement or one year from the date of death. Outstanding unvested RSUs would be immediately forfeited under the terms of the associated award agreement upon any termination of employment. Performance share awards will be entirely forfeit on voluntary resignation or termination without cause. Termination for death, disability or retirement will result in payment of a pro rata portion of the performance shares based on how much of the performance cycle was completed at termination.

(5) Upon termination after a change in control or resignation with good reason after a change in control, the executive and their dependents will be eligible to continue participation in our insurance benefit plans for up to 24 months after the date of termination. Amounts reflect the value of benefits over the severance period or benefits payable under our life insurance policies in the event of the executive s death.

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Director Compensation

The Compensation Committee reviews and recommends compensation amounts for the Non-Employee Directors and the full Board has responsibility for the approval of compensation amounts based on these recommendations. Directors of a publicly traded company have substantial responsibilities and time commitments, and with ongoing changes in corporate governance standards, highly qualified and experienced directors are in high demand; therefore, we seek to provide suitable economic incentives for our directors and to compensate them appropriately for their continued performance, increased responsibilities and dedication. The Compensation Committee takes these factors into account in making recommendations to the Board with regard to changes in the Non-Employee Director compensation program.

The Compensation Committee also receives an analysis from its independent compensation consultant, J. Richard, regarding compensation of the Non-Employee Directors. The Compensation Committee reviews and analyzes the information provided by J. Richard in determining whether to recommend changes to the Board. The Board sets total Non-Employee Director compensation at levels it considers appropriate given the competitive market for qualified directors, peer group compensation of directors and the time commitment expected of the Non-Employee Directors. Director compensation is reviewed at least annually and modified as the Board considers necessary or appropriate.

Retainers and Committee Chair Compensation

We compensate each Non-Employee Director based on service to us, including attendance at meetings and service on committees of the Board. Director compensation is composed of:

- An annual cash retainer;
- Additional cash retainers for service as a committee chair;
- Payment for attendance at meetings of the Board and its Committees; and
- Equity grants in the form of stock options and restricted shares.

Compensation levels are designed to correspond to the relative responsibility of each director and are regularly reviewed to ensure they meet this standard.

Directors who are also our employees receive no additional compensation for their service as directors.

Annual Cash Retainers

For the 2012 fiscal year, each Non-Employee Director received an annual retainer of $30,000 for their services. Dr. Rubenstein received an additional retainer of $10,000 for his service as Lead Director. Mr. Bender also received an additional retainer of $125,000 for his service as Chairman of the Board.

Chair Retainers and Meeting Payments

The Non-Employee Directors who served as Committee Chairs received an additional retainer in recognition of their time devoted to us in this capacity. Retainer amounts are structured to reflect the additional requirements placed on each Committee Chair.

Committee Chair Retainers:	
Audit Committee Chair (Steven Rosenberg)	$17,500 per year
Organization and Compensation Committee Chair (Michael Kalkstein)	$12,000 per year
Corporate Governance and Nominating Committee Chair (Donald Press)	$10,000 per year

Science and Technology Committee Chair (Stanley Zinberg, M.D.)	$10,000 per year

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The Non-Employee Directors are also compensated for attendance at meetings as follows:

Meetings held in person by the Board or any Committee of the Board	$2,000 per meeting
Meetings held telephonically by the Board or any Committee of the Board and lasting more than 2 hours	$2,000 per meeting
Meetings held telephonically by the Board or any Committee of the Board and lasting less than 2 hours	$1,000 per meeting

In the event that more than one meeting occurred on the same day, Non-Employee Directors were compensated for each meeting separately.

Non-Employee Directors may also receive compensation for one travel day in connection with meetings at $2,000 per day and for time spent substantially on work for us at a rate of $250 per hour.

Equity Compensation

The Non-Employee Directors participate in the 2006 Directors Plan, which provides for annual equity grants that may be made in the form of restricted stock awards, restricted stock units, stock options or any combination thereof. The Board believes that Non-Employee Director compensation should contain a significant equity component in order to align director and stockholder interests. Grant dates, award amounts and vesting criteria for these annual equity grants are set by the terms of the 2006 Directors Plan.

The 2006 Directors Plan was originally approved by stockholders on March 21, 2006, and was amended and restated in March 2009 and has been subsequently amended in October 2009, October 2010, October 2011 and October 2012. The 2006 Directors Plan provides for two equity grants to the Non-Employee Directors each November as follows:

(a) a grant of a designated number of stock options on November 1, or the first business day thereafter if the 1st is on a weekend, with an exercise price equal to 100% of the fair market value on the date of grant; and

(b) a grant of restricted stock on November 15, or the first business day thereafter if the 15th is on a weekend, which entitles each Non-Employee Director to purchase a designated number of shares of restricted stock at par value. The restricted stock grant may also take the form of a restricted stock unit, in the discretion of the Board.

The 2006 Directors Plan also provides that, upon appointment to the Board, new Non-Employee Directors receive a grant of stock options and restricted stock as specified in the terms of the 2006 Directors Plan, prorated for the number of months of service remaining in the fiscal year in which they were appointed. Additional grants under the 2006 Directors Plan may be made at the Board s discretion.

The stock options granted to Non-Employee Directors vest and become exercisable on the first anniversary of the grant date. On November 1, 2011, each Non-Employee Director received a grant of 6,500 stock options, or 7,150 in the cases of the Chairman and the Lead Director, at an exercise price of $66.80, which became vested and exercisable on November 1, 2012.

Restrictions are removed from the Non-Employee Directors restricted stock awards on the first anniversary of the grant date. On November 15, 2011, the Non-Employee Directors received a grant of 2,000 shares of restricted stock, or 2,200 shares in the case of the Chairman of the Board, and restrictions were removed on November 15, 2012.

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When a Non-Employee Director ceases to serve on the Board, unless they are terminated for Cause, restrictions are immediately lifted on all of their outstanding restricted shares and their outstanding stock options become immediately exercisable and remain exercisable for three years.

Director Compensation Table

The following table sets forth the total cash and equity compensation paid to the Non-Employee Directors for their service on the Board and its committees during the 2012 fiscal year. At present, the Non-Employee Directors are not eligible to participate in our pension programs and no deferred compensation or non-equity incentive plans are available to Non-Employee Directors.

Name	Fees Earned or Paid in Cash (1)	Stock Awards (2)(3)	Option Awards (2)(4)	Total
A. Thomas Bender	$ 203,000	$ 124,608	$ 180,466	$ 508,074
Allan E. Rubenstein, M.D.	$ 103,000	$ 113,280	$ 180,466	$ 396,746
Michael H. Kalkstein	$ 100,000	$ 113,280	$ 164,060	$ 377,340
Jody S. Lindell	$ 88,000	$ 113,280	$ 164,060	$ 365,340
Gary S. Petersmeyer (5)	$ -0-	$ -0-	$ -0-	$ -0-
Donald Press	$ 97,000	$ 113,280	$ 164,060	$ 374,340
Steven Rosenberg	$ 95,000	$ 113,280	$ 164,060	$ 372,340
Stanley Zinberg, M.D.	$ 87,000	$ 113,280	$ 164,060	$ 364,340

(1) Fees earned represent the total fees paid to the named Non-Employee Directors for their service during the most recent fiscal year, including: (i) the annual retainers paid to each Non-Employee Director for their service on the Board, (ii) annual retainers paid to Committee Chairs, (iii) fees for all Board and committee meetings attended during the designated fiscal year and (iv) compensation for travel days and other time spent substantially on Company business.

(2) The amounts shown are the compensation costs recognized in our financial statements for the 2012 fiscal year in accordance with ASC 718. 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.

(3) Represents the aggregate grant date fair value of restricted stock awards issued on November 15, 2011 under the 2006 Directors Plan. These awards entitled the recipient to purchase 2,000 restricted shares, or 2,200 restricted shares in the case of the Chairman of the Board, of our common stock at par value of $0.10 per share.

At October 31, 2012, each Non-Employee Director held 2,000 shares of our stock subject to restrictions, inclusive of the shares in the Director Compensation Table, with the exception of Mr. Bender who held 2,200 shares subject to restrictions.

(4) Represents the aggregate grant date fair value of stock options granted on November 1, 2011 under the 2006 Directors Plan. Each Non-Employee Director was granted 6,500 options, or 7,150 for Mr. Bender and Dr. Rubenstein, to purchase shares of our common stock. These options have an exercise price equal to the fair market value of our common stock on the date of grant, which was $66.80.

The Non-Employee Directors had the following options outstanding at October 31, 2012:

Name	Outstanding Options
A. Thomas Bender	33,950
Allan E. Rubenstein, M.D.	26,050
Michael H. Kalkstein	75,500
Jody S. Lindell	58,000

Gary S. Petersmeyer	N/A
Donald Press	103,000
Steven Rosenberg	103,000
Stanley Zinberg, M.D.	78,000

(5) Mr. Petersmeyer joined the Board on January 25, 2013 and did not earn any fees during the 2012 Fiscal Year.

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PROPOSAL 1 ELECTION OF DIRECTORS

Our Bylaws require that we have a minimum of six and maximum of eleven directors serving on the Board. The Board sets the size of the board annually prior to the Annual Meeting. The Board has fixed the number of directors to be elected at the Annual Meeting at nine.

The names of the nominees presented for election as directors at the Annual Meeting are listed below, along with information regarding when they joined the Board, their present principal occupation, recent business experience and their service on other companies boards of directors.

Each nominee, if elected, will serve as a director until the next Annual Meeting or until he or she is succeeded by another qualified director, resigns or is removed from the Board. All of the nominees listed below have given their consent to be named as nominees for election and have indicated their intention to serve if they are elected. The Board does not anticipate that any of the nominees will be unable to serve as a director, but in the event that a nominee is unable to serve, the Board may either propose an alternate nominee or elect to reduce the size of the Board. If an alternative nominee is proposed, proxies will be voted for the alternative nominee.

The Nominees

Each nominee listed below currently serves on the Board and there are no family relationships between any of the nominees or between the nominees and any of our officers.

A. THOMAS BENDER **AGE: 73** **JOINED THE BOARD: 1994**
INDEPENDENT DIRECTOR; CHAIRMAN OF THE BOARD

Business Experience: Mr. Bender has served on our Board since 1994 and was elected Chairman in July 2002. He also served as our President and Chief Executive Officer from May 1995 until his retirement in October 2007. He previously served as President of CooperVision, our contact lens subsidiary, from June 1991 to December 2004. Between 1966 and June 1991, Mr. Bender held a variety of management positions at Allergan, Inc., a manufacturer of eye and skin care products, including Corporate Senior Vice President, and President and Chief Operating Officer of Herbert Laboratories, Allergan s dermatology division.

Other Directorships and Memberships: Mr. Bender serves on the board of directors of Allegro Ophthalmics LLC, a private ophthalmic company focused on pharmaceutical treatment of eye disease, and on the board of Mission Hospital Foundation in Mission Viejo, CA.

Qualifications to Serve: Mr. Bender served as our CEO for 13 years, providing him with unique perspective and insight into our operations and business which is valuable to the Board, and his 10 year tenure as Chairman of the Board has provided leadership continuity and stability to our Company. In addition to his history with the Company, Mr. Bender has over 47 years experience in the health care and medical device industry, providing him with a strong background and knowledge that assists the Board in analysis of our peer companies, markets and industry. Additionally, Mr. Bender has served on the boards of other public and private medical device companies, allowing him to gain insight and perspective regarding business and regulatory issues facing our industry. The Corporate Governance and Nominating Committee considers these factors important to their decision to recommend Mr. Bender for nomination for re-election.

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MICHAEL H. KALKSTEIN | **AGE: 70** | **JOINED THE BOARD: 1992**
INDEPENDENT DIRECTOR

Business Experience: Mr. Kalkstein was a partner at Dechert LLP, an international law firm, from June 2003 through June 2007 and was Co-chair of the firm s Intellectual Property Practice Group. He also served as the Managing Partner of Dechert s Palo Alto office from June 2003 through December 2005. As of June 30, 2007, he has retired from active practice and continues to be Of Counsel to Dechert at its Mountain View, CA office. Previously, from September 1999 through May 2003, he was a partner at Oppenheimer, Wolff & Donnelly, LLP, an international law firm, and a member of its Policy and Technologies Committees.

Other Directorships and Memberships: Mr. Kalkstein serves on the Board of Governors of The Silicon Valley Capital Club. He previously served as a member of the Board of Trustees of Opera San Jose from 1984 to October 2010, serving as its President from 1992 to 1994. He was a member of the Alliance of CEOs from 2001 to June 2007 and was a member of the board of directors of the Law Foundation of Silicon Valley from 2002 to June 2007. Until January 2007, he also served as a director of the Northern California Chapter of the National Association of Corporate Directors.

Qualifications to Serve: As a licensed attorney with experience in intellectual property law, Mr. Kalkstein brings the Board insight and perspective on the legal and regulatory issues that face our business and industry. Mr. Kalkstein also brings management experience, having served as a managing partner for a key office of an international law firm. His continued connections with the legal community, as well as his involvement with groups such as the Alliance of CEOs and National Association of Corporate Directors and participation in NYSE/Euronext Corporate Board Member programs, provides the Board with insight into current issues facing both business executives and independent board members. Additionally, through his long-term service on our Board, Mr. Kalkstein has gained a good working knowledge and understanding of our business which provides efficiency and continuity for our Board. The Corporate Governance and Nominating Committee considers these factors important to their decision to recommend Mr. Kalkstein for nomination for re-election.

JODY S. LINDELL | **AGE: 61** | **JOINED THE BOARD: 2006**
INDEPENDENT DIRECTOR, AUDIT COMMITTEE FINANCIAL EXPERT

Business Experience: Ms. Lindell is President and Chief Executive Officer of S.G. Management, Inc., an asset management company she has headed since 2000. Until May 2000, Ms. Lindell was a partner with KPMG LLP where she served as Partner-In-Charge of the Industrial Markets and Healthcare and Life Sciences practices for the Western Area. Ms. Lindell is also a Certified Public Accountant (inactive).

Other Directorships and Memberships: Through September 2007, she served as a director and on the audit and director s loan committees for First Republic Bank, a publicly traded financial institution. First Republic Bank was acquired in 2007, underwent a management led buyout in mid-2010 and again became publicly traded (NYSE: FRC) in December 2010. Ms. Lindell continues to serve as a director, chairs the audit committee and serves on the director s loan committee and the director s trust committee for First Republic Bank. She also currently serves on the board of directors and the audit, compensation and nominating and corporate governance committees of PDL BioPharma (NasdaqGS: PDLI).

Qualifications to Serve: Ms. Lindell s experience as a partner with KPMG and her accounting background bring valuable knowledge of finance and accounting regulations to our Board and Audit Committee. She is qualified as an Audit Committee Financial Expert under the SEC rules, and has experience with the review and analysis of financial statements and operational risk, both through her

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accounting background and her experience with public company audit committees. Ms. Lindell has also gained a good working knowledge and understanding of our business and operations during her term of service on the Board, which provides efficiency and continuity. The Corporate Governance and Nominating Committee considers these factors important to their decision to recommend Ms. Lindell for nomination for re-election.

Gary S. Petersmeyer **Age: 65** **Joined the Board: 2013**
Independent Director

Business Experience: Mr. Petersmeyer currently serves as a consultant to companies in the pharmaceutical and medical device industries. Most recently he co-founded Aesthetic Sciences Corporation in 2004 and served as the Chief Executive Officer and Chairman until December 2010. Prior to that he served as President and Chief Operating Officer of Pherin Pharmaceuticals, Inc. from 2000 to 2001, and as President and Chief Operating Officer of Collagen Corporation, Inc. from 1995 to 2000. From 1976 to 2000 he served in various management positions for pharmaceutical and medical device companies.

Other Directorships and Memberships: Mr. Petersmeyer serves as a director and member of the compensation and audit committees of Omnicell, Inc. (NASDAQ: OMCL). He has served on the boards of Visx Incorporated and Roxro Pharmaceuticals prior to their acquisitions. He also serves as chairman of the board for Positive Coaching Alliance, a non-profit organization dedicated to improving youth sports.

Qualifications to Serve: Mr. Petersmeyer has served as the CEO or President of four companies in the medical device and pharmaceuticals industry and has over 35 years of industry experience in leadership positions. He has extensive knowledge and experience in global markets, including the United States, Asia and Europe. His expertise includes financial, research and regulatory strategy, and business development with an emphasis on growth, new product lines and leadership development. He has extensive experience as a director and has experience with service on a compensation committee. The Corporate Governance and Nominating Committee considers these factors important to their decision to recommend Mr. Petersmeyer for election to the Board.

Donald Press **Age: 79** **Joined the Board: 1993**
Independent Director

Business Experience: Mr. Press is Executive Vice President of Broadway Management Co., Inc., an owner and manager of commercial office buildings, and has served in this position since 1981. Mr. Press is also a principal in Donald Press, P.C., a law firm, located in New York City. He is a practicing attorney and has represented clients in a wide range of businesses for over 30 years.

Other Directorships and Memberships: Mr. Press is a director of The Berkshire Bank, a wholly owned subsidiary of Berkshire Bancorp Inc., and he serves on its audit committee.

Qualifications to Serve: Mr. Press is a licensed attorney with almost 50 years of legal experience, providing him with skills and knowledge regarding management of large organizations and insight into operations and executive management. This background allows Mr. Press to aid the Board s review of strategic planning and governance practices. Additionally, through his long term of service on our Board, Mr. Press has gained a good working knowledge and understanding of our business and operations which provides efficiency and continuity. The Corporate Governance and Nominating Committee considers these factors important to their decision to recommend Mr. Press for nomination for re-election.

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STEVEN ROSENBERG **AGE: 64** **JOINED THE BOARD: 1993**
INDEPENDENT DIRECTOR, AUDIT COMMITTEE FINANCIAL EXPERT

Business Experience: Mr. Rosenberg is President and Chief Executive Officer of Berkshire Bancorp Inc., a publicly traded bank holding company (NASDAQ: BERK), and has held this position since March 1999. He also served as Vice President, Finance and Chief Financial Officer from March 1990 to March 1999. From September 1987 through March 1990, Mr. Rosenberg was President and Chief Executive Officer of Scomel Industries, Inc., an international marketing and consulting group. Prior to that, he was Vice President of Noel Industries, Inc., an apparel manufacturer and importer.

Other Directorships and Memberships: He is currently a director of Berkshire Bancorp Inc.

Qualifications to Serve: Mr. Rosenberg has over 20 years of experience in senior executive roles, including experience as a senior financial officer of a publicly traded company. This experience provides insight into operations and management of an international organization, as well as familiarity with review of financial statements and assessment of operation risk. He is qualified as an Audit Committee Financial Expert under the SEC rules. Mr. Rosenberg has also gained a good working knowledge and understanding of our business and operations during his term of service on the Board, which provides efficiency and continuity. The Corporate Governance and Nominating Committee considers these factors important to their decision to recommend Mr. Rosenberg for nomination for re-election.

ALLAN E. RUBENSTEIN, M.D. **AGE: 68** **JOINED THE BOARD: 1992**
INDEPENDENT DIRECTOR, VICE CHAIRMAN AND LEAD DIRECTOR

Business Experience: Dr. Rubenstein has served as our Vice Chairman and Lead Director since July 2002, and previously served as Chairman of the Board from July 1994 through July 2002. He served as Acting Chairman of the Board from April 1993 through June 1994. He currently serves as Clinical Professor of Neurology and Pediatrics at New York University Langone Medical Center. He also founded NexGenix Pharmaceuticals and served as its Chief Executive Officer until September 2012.

Other Directorships and Memberships: He currently serves as chairman of the board of directors for CalAsia Pharmaceuticals, Inc., a biotechnology company based in San Diego, California. Previously, he has served as a director of BioClinica (NASDAQ: BIOC), a specialty clinical trials company, from 2000 to 2003 and is also Medical Director Emeritus of the Children s Tumor Foundation and a consultant to the National Institutes of Health, the U.S. Food and Drug Administration and the U.S. Department of Defense, where he served as Chair of the Army Neurofibromatosis Research Program Integration Panel in 2001.

Qualifications to Serve: As a leading academic scientist and clinician, Dr. Rubenstein provides valuable insight into human physiology and medical practices and techniques that aid the Board in making determinations regarding new technologies to develop or acquire. He also brings experience with clinical trials and a knowledge and understanding of the development of medical devices to his service. His experience as the head of a medical technology company provides perspective on operations of a medical device company. Additionally, through his long term of service on our Board, Dr. Rubenstein has gained a good working knowledge and understanding of our business and operations, which provides efficiency and continuity. The Corporate Governance and Nominating Committee considers these factors important to their decision to recommend Dr. Rubenstein for nomination for re-election.

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Robert S. Weiss **Age: 66** **Joined the Board: 1996**
Non-independent Director, Chief Executive Officer

Business Experience: Mr. Weiss has served as our President since March 2008 and as our Chief Executive Officer since November 2007. He also served as President of CooperVision, our contact lens subsidiary, from March 2007 to February 2008. He previously served as our Chief Operating Officer from January 2005 to October 2007 and as Executive Vice President from October 1995 to October 2007. He served as our Chief Financial Officer from September 1989 to January 2005. He served as our Treasurer from 1989 to March 2002. Since joining us in 1977, he has held a number of finance positions both with us and Cooper Laboratories, Inc. (our former parent).

Other Directorships and Memberships: Mr. Weiss is also a director of Accuray Incorporated (Nasdaq: ARAY), a company that develops, manufactures and markets sophisticated robotic radiosurgery and radiation therapy systems designed to treat tumors. He serves on its nominating committee and as chair of its audit committee.

Qualifications to Serve: As our current Chief Executive Officer, Mr. Weiss provides a key connection between the senior executives and our Board, enabling oversight of our operations with the benefit of management s perspective on our business. He has day to day awareness of our business industry and strategic vision that is important to the Board in making decisions regarding the direction of our business. He provides leadership and extensive knowledge of our Company and industry, along with operating and policy experience to our Board. The Corporate Governance and Nominating Committee considers these factors important to their decision to recommend Mr. Weiss for nomination for re-election.

Stanley Zinberg, M.D., M.S. **Age: 78** **Joined the Board: 1997**
Independent Director

Business Experience: Dr. Zinberg is a retired obstetrician-gynecologist who served as Deputy Executive Vice President and Vice President of Practice Activities for the American College of Obstetricians and Gynecologists (ACOG) in Washington, D.C. from 1993 through his retirement in December 2007. From 1981 until 1993 he served as Chief, Obstetrics and Gynecology, and Director, OB-GYN Residency Program at NY Downtown Hospital, where from 1990 through 1992 he also served as President of the Medical Staff. He is certified by the American Board of Obstetrics and Gynecology and is a member of the faculty of the Departments of Obstetrics and Gynecology at New York University School of Medicine, the Cornell University College of Medicine and the Georgetown University School of Medicine. He is the author of numerous editorials, scientific papers and book chapters in the field of women s health care. In addition, Dr. Zinberg obtained a Masters Degree in Health Administration, with an emphasis on not-for-profit finance, in 1990 from the Graduate School of Public Administration of New York University.

Other Directorships and Memberships: Currently, Dr. Zinberg is a member of the Board of Trustees of the New York Downtown Hospital and is a director of the Peconic Bay Medical Center Foundation. In addition, he is a director of the Westhampton Beach Performing Arts Center, a member of the New York State Board for Professional Medical Conduct, and a member of the Southampton Town Board of Ethics in Southampton, NY.

Qualifications to Serve: Dr. Zinberg s extensive background in obstetrics and gynecology provides the Board with crucial insight into the practical application of our women s health care products and the needs of medical practitioners. His experience as a leader of ACOG and continued involvement in the medical community provides perspective on current medical practices and procedures which aid the Board in evaluating new technologies, products and markets as our business

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continues to expand. Additionally, through his long term of service on our Board, Dr. Zinberg has gained a good working knowledge and understanding of our business and operations which provides efficiency and continuity. The Corporate Governance and Nominating Committee considers these factors important to their decision to recommend Dr. Zinberg for nomination for re-election.

The Board of Directors unanimously recommends that you vote FOR each of the nominees for director presented above.

Nominees for director will be elected by a majority of the votes cast in person or by proxy at the Annual Meeting. The number of votes cast FOR a nominee must exceed the number of votes cast AGAINST. Abstentions and broker non-votes will not be counted as votes cast either for or against the nominee and therefore will not affect the outcome of the director elections.

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Proposal 2 Ratification Of Appointment Of Independent Registered Public Accounting Firm

The Audit Committee has appointed the firm of KPMG LLP to act as our independent registered public accounting firm and to audit our consolidated financial statements for the fiscal year ending October 31, 2013. This appointment will continue at the pleasure of the Audit Committee and is presented to the stockholders for ratification as a matter of good governance. In the event that this appointment is not ratified by our stockholders, the Audit Committee will consider that fact when it selects our independent auditor for the following fiscal year.

KPMG LLP has served as our independent registered public accounting firm since our incorporation in 1980 and one or more representatives of KPMG LLP will be present at the Annual Meeting. These representatives will be provided an opportunity to make a statement at the Annual Meeting if they desire to do so and will be available to respond to appropriate questions from stockholders.

The Board of Directors unanimously recommends that you vote FOR the ratification of KPMG LLP as our independent registered public accounting firm.

The proposal to ratify the selection of KPMG LLP as our independent registered public accounting firm for the 2013 fiscal year requires an affirmative vote of the majority of the shares represented in person or by proxy at the Annual Meeting and entitled to vote on the proposal.

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PROPOSAL 3 ADVISORY VOTE ON EXECUTIVE COMPENSATION

We are requesting stockholder approval, on an advisory basis, of the compensation of our Named Executive Officers as presented in the Compensation Discussion and Analysis beginning at page 20 and the compensation tables and associated narrative disclosure included in the discussion of Executive Compensation beginning on page 31.

Our executive compensation program has been designed to retain and incentivize a talented, motivated and focused executive team by providing competitive compensation within our market. We believe that our executive compensation program provides an appropriate balance between salary and at-risk forms of incentive compensation, as well as a mix of incentives that encourage executive focus on both short- and long-term goals as a company without encouraging inappropriate risks to achieve performance. Currently approximately 70-85% of our executive compensation is based on at-risk components.

We were pleased to receive a favorable vote for our compensation practices at our 2012 Annual Meeting, with 86% of our stockholders approving our programs. We consider these voting results to affirm stockholder support for our compensation practices and we continue to take steps to maintain alignment between executive pay and Company performance.

Highlights of our program include:

- A mixture of salary and incentive compensation that provides for a significant portion of executive compensation to be at-risk and dependent on our performance as a company;

- Checks and balances within our compensation packages to balance focus on both short- and long-term goals, encouraging executives to focus on the health of the company both during the immediate fiscal year and for the future;

- Compensation on termination of employment other than resulting from a change in control, limited for most executives to the standard severance policies used for all employees; and

- Clawback provisions in our short-term incentive compensation programs.

As an advisory vote, this proposal is not binding upon us as a company. However, our Compensation Committee, which is responsible for the design and administration of our executive compensation practices, values the opinions of our stockholders as expressed through your vote on this proposal. The Compensation Committee will consider the outcome of this vote in making future compensation decisions for our Named Executive Officers.

Accordingly, we will present the following resolution for vote at the 2013 Annual Meeting of Stockholders:

RESOLVED, that the stockholders of The Cooper Companies, Inc. (the Company) approve, on an advisory basis, the compensation of the Company s Named Executive Officers as described in the Compensation Discussion and Analysis and disclosed in the Summary Compensation Table and related compensation tables and narrative disclosure as set forth in our Proxy Statement.

The Board of Directors unanimously recommends that you vote FOR the approval, on an advisory basis, of our executive compensation program as presented in this Proxy Statement.

The proposal to approve our executive compensation program, on an advisory basis, requires an affirmative vote of the majority of the shares represented in person or by proxy at the Annual Meeting and entitled to vote on the proposal.

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Other Matters

The Board knows of no other matters to be presented at the Annual Meeting, but if any such matters properly come before the Annual Meeting, it is intended that the persons holding the accompanying proxy will vote in accordance with their best judgment.

Recommendations

The Board unanimously recommends that the stockholders vote:

- FOR the election of each of the nominees for director named in this Proxy Statement;

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

- FOR the approval, on an advisory basis, of the compensation of our Named Executive Officers as presented in this Proxy Statement.

When a properly executed proxy in the form enclosed with this Proxy Statement is returned, the shares will be voted as indicated or, if no directions are indicated, the shares will be voted in accordance with the recommendations of the Board.

By Order of the Board of Directors
A. Thomas Bender
Chairman of the Board of Directors

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NOTICE OF

ANNUAL MEETING OF STOCKHOLDERS AND

PROXY STATEMENT

Meeting Date

March 21, 2013

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PROXY

THE COOPER COMPANIES, INC.

PROXY FOR ANNUAL MEETING OF STOCKHOLDERS, MARCH 21, 2013

SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned stockholder of The Cooper Companies, Inc., a Delaware corporation, hereby appoints CAROL R. KAUFMAN, DANIEL G. McBRIDE, GREGORY W. MATZ and ROBERT S. WEISS, and each of them, proxies, with full power of substitution, to vote all of the shares of common stock of The Cooper Companies, Inc. which the undersigned is entitled to vote at the Annual Meeting of Stockholders of The Cooper Companies, Inc. to be held at Latham & Watkins LLP, 885 Third Avenue, New York, New York at 9:00 a.m., (E.D.T.), and at any continuations, adjournments or postponements thereof, as set forth on the reverse, and in their discretion upon any other business that may properly come before the meeting.

THIS PROXY WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR ITEMS 1 THRU 3 AND WILL GRANT DISCRETIONARY AUTHORITY PURSUANT TO ITEM 4.

(Continued and to be signed on the reverse side.)

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ANNUAL MEETING OF STOCKHOLDERS OF

THE COOPER COMPANIES, INC.

March 21, 2013

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of Meeting, Proxy Statement, Annual Report on Form 10-K

and Proxy Card are available at investor.coopercos.com/financials.cfm

Please sign, date and mail

your proxy card in the

envelope provided as soon

as possible.

Please detach along perforated line and mail in the envelope provided.

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THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR ITEMS 1 THRU 3.

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x

In their discretion, the proxies are authorized to vote for the election of such substitute nominee(s) for directors as such proxies may select in the event that any nominee(s) named herein become unable to serve, and on such other matters as may properly come before the meeting or any adjournments or postponements thereof.

THIS PROXY WILL REVOKE ALL PRIOR PROXIES SIGNED BY YOU.

1. ELECTION OF NINE DIRECTORS.	FOR	AGAINST	ABSTAIN
A. Thomas Bender	..	..	..
Michael H. Kalkstein	..	..	..
Jody S. Lindell	..	..	..
Gary S. Petersmeyer	..	..	..

Donald Press	¨	¨	¨
Steven Rosenberg	¨	¨	¨
Allan E. Rubenstein, M.D.	¨	¨	¨
Robert S. Weiss	¨	¨	¨
Stanley Zinberg, M.D.	¨	¨	¨

2. Ratification of the appointment of KPMG LLP as the independent registered public accounting firm for The Cooper Companies, Inc. for the fiscal year ending October 31, 2013;	¨	¨	¨
3. An advisory vote on the compensation of our named executive officers as presented in the Proxy Statement; and	¨	¨	¨

4. The transaction of any other business that my properly come before the meeting or any continuations, adjournment or postponements thereof.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. ¨

Signature of Stockholder Date: Signature of Stockholder Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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