Miziolek Aleksandra A Form 4 February 15, 2018

### 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

Form 5 obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Miziolek Aleksandra A	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	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2018	Director 10% Owner _X_ Officer (give title Other (specify below) See Remarks		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
NOVI, MI 48375		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common stock (1)	02/13/2018		A	3,600 (2)	A	\$ 112.71	4,466	D	
Common stock	02/13/2018		F	1,056	D	\$ 112.71	3,410	D	

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

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SEC 1474

(9-02)

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# 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. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		ation 7. Title and Am- Underlying Sect (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Employee stock options (right to buy) (3)	\$ 112.71	02/13/2018		A	3,879	<u>(4)</u>	02/13/2028(5)	Common stock	3,8
Restricted Stock Units (6)	(7)	02/13/2018		A	821	02/13/2021(8)	02/13/2021	Common stock	82

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Miziolek Aleksandra A

39550 ORCHARD HILL PLACE See Remarks

**NOVI, MI 48375** 

### **Signatures**

/s/ Kristan L. Miller, on behalf of Aleksandra A. Miziolek under power of attorney 02/15/2018

\*\*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).
  - On February 19, 2015, the reporting person was granted 1,800 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
- (1) 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) These are time-restricted employee stock options with the right to buy, granted to the reporting person on February 13, 2018, under the Cooper-Standard Holdings Inc. 2017 Omnibus Incentive Plan.

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- (4) 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 (5) 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 13, 2018, under Cooper-Standard Holdings Inc. 2017 Omnibus Incentive Plan.
- The company, in its sole discretion, will settle such RSU's by electing either to (i) make an appropriate book entry in the reporting (7) 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.
- (8) 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.

#### **Remarks:**

Senior Vice President, General Counsel, Secretary and Chief Compliance Officer

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.