

Mahoney Sean O
Form 4
May 21, 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

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 *
Mahoney Sean O

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)
05/17/2018

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

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)
			Code	V	Amount	(A) or (D)	Price
Common stock	05/17/2018		M		910	A	910
Common stock	05/17/2018		M		1,256	A	2,166
Common stock	05/17/2018		M		1,285	A	3,451

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

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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. 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)	Amount or Number of Shares
Restricted Stock Units ⁽²⁾	<u>(1)</u>	05/17/2018		M	910	05/18/2018 ⁽³⁾ 05/18/2018	Common stock	910
Restricted Stock Units ⁽⁴⁾	<u>(1)</u>	05/17/2018		M	1,256	05/19/2017 ⁽³⁾ 05/19/2017	Common stock	1,256
Restricted Stock Units ⁽⁴⁾	<u>(1)</u>	05/17/2018		M	1,285	05/07/2016 ⁽³⁾ 05/07/2016	Common stock	1,285

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mahoney Sean O 39550 ORCHARD HILL PLACE NOVI, MI 48375		X		

Signatures

/s/ Joanna M. Totsky, on behalf of Sean O. Mahoney under Power of Attorney

05/21/2018

**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).

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

(1) 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.

(2)

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These are time-based restricted stock units (RSUs) granted to the reporting person under Cooper-Standard Holdings Inc. 2017 Omnibus Incentive Plan.

- (3) Subject to the reporting person's continued service as a director, these RSU's vest and are no longer subject to forfeiture on the earlier of the first anniversary of the grant date or the date of the first annual shareholders meeting of the company that occurs after the grant date, subject to the director's deferral election, if applicable. Each RSU represents a contingent right to receive, at the issuer's option, either one share of common stock or the cash equivalent upon satisfaction of the vesting events.
- (4) These are time-based restricted stock units (RSUs) granted to the reporting person under 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.

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