

Hefferon Timothy Ward
Form 3
March 21, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Hefferon Timothy Ward
(Last) (First) (Middle)

39550 ORCHARD HILL
PLACE

(Street)

NOVI,Â MIÂ 48375

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
03/21/2011

3. Issuer Name **and** Ticker or Trading Symbol
Cooper-Standard Holdings Inc. [COSH]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
VP, General Counsel & Secretary

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

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common stock

52,370 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
7% Cumulative Participating Convertible Preferred stock	Â (2)(3)	Â (5)	Common stock	2,636	\$ 23.3057	D	Â
Stock Options	Â (4)	05/27/2020	Common stock	94,230	\$ 25.52	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hefferon Timothy Ward 39550 ORCHARD HILL PLACE NOVI, MI 48375	Â	Â	Â VP, General Counsel & Secretary	Â

Signatures

/s/ Timothy W.
Hefferon

03/21/2011

Signature of Reporting
Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

Represents restricted stock granted to the reporting person. 46,023 of such shares shall vest, assuming continued employment, in four equal installments on May 27, 2011, May 27, 2012, May 27, 2013, and May 27, 2014. 6,347 of such shares shall vest, assuming
(1) continued employment, upon the later of (i) the vesting schedule described in the preceding sentence and (ii) the exercise of certain outstanding warrants (the "Warrants") that have been issued in respect of our common stock. The number of these 6,347 shares that will vest under clause (ii) of the preceding sentence will be based on a formula that is tied to the percentage of the Warrants that are exercised.

These shares of participating preferred common stock are entitled to receive dividends at a rate of 7% per annum and may be converted at
(2) any time at a conversion price of \$23.30574 per share of common stock, subject to adjustment upon certain events specified in the certificate of designations.

(3) Time-based restricted stock vesting in four equal installments on May 27, 2011, May 27, 2012, May 27, 2013, and May 27, 2014.

Represents restricted stock options granted to the reporting person. 83,508 of such options shall vest, assuming continued employment, in four equal installments on May 27, 2011, May 27, 2012, May 27, 2013, and May 27, 2014. 10,722 of such shares shall vest, assuming
(4) continued employment, upon the later of (i) the vesting schedule described in the preceding sentence and (ii) the exercise of certain outstanding warrants (the "Warrants") that have been issued in respect of our common stock. The number of these 10,722 shares that will vest under clause (ii) of the preceding sentence will be based on a formula that is tied to the percentage of the Warrants that are exercised.

(5) The 7% Cumulative Participating Convertible Preferred stock do not have an expiration date.

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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