

Cooper-Standard Holdings Inc.

Form 4/A

May 25, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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 if no longer
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 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 *
 Mastrocola David John

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)
 05/19/2016

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

NOVI, MI 48375

4. If Amendment, Date Original
 Filed(Month/Day/Year)
 05/23/2016

6. Individual or Joint/Group Filing(Check
 Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
 Person

(City) (State) (Zip)

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 (D) Price			

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title			Amount or Number of Shares
Restricted Stock Units ⁽¹⁾	\$ 85.02	05/19/2016	A		1,256		05/19/2017 ⁽¹⁾	05/19/2017 ⁽¹⁾	Common stock			1,256

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mastrocola David John 39550 ORCHARD HILL PLACE NOVI, MI 48375	X			

Signatures

/s/ Daniel Follis on behalf of David Mastrocola under power of attorney

05/25/2016

****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).

These are time-based restricted stock units (RSU) that will vest, assuming continued service as a director, on the earlier of the first annual shareholder meeting after the grant date or May 19, 2017. Each RSU represents a contingent right to receive, at the issuer's option, either

- (1) one share of common stock or the cash equivalent upon satisfaction of the vesting requirements. Pursuant to a Settlement Deferral Election executed by the Reporting Person, units will be payable in common stock on the date the Reporting Person ceases to be a member of the Board of Directors.

Remarks:

The original filing incorrectly identified the securities underlying the derivative security as Restricted Stock Units.

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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