

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Stephenson Keith Dwayne</u>			2. Issuer Name and Ticker or Trading Symbol <u>Cooper-Standard Holdings Inc. [ CPS ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive VP and COO</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/12/2018</u>						
<u>39550 ORCHARD HILL PLACE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
(Street)	(City)	(State)	(Zip)						
<u>NOVI</u>	<u>MI</u>	<u>48375</u>							

**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	03/12/2018		M		2,756	A	\$25.52	74,169 <sup>(1)</sup>	D	
Common stock	03/12/2018		F		1,525	D	\$122.79	72,644	D	
Common stock	03/12/2018		M		20,800	A	\$56.27	93,444	D	
Common stock	03/12/2018		F		14,445	D	\$122.79	78,999	D	
Common stock	03/13/2018		S		16,000	D	\$122.61 <sup>(2)</sup>	62,999	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee stock options (right to buy) <sup>(3)</sup>	\$25.52	03/12/2018		M			2,756	(4)	05/27/2020	Common stock	2,756	\$0	0	D	
Employee stock options (right to buy) <sup>(5)</sup>	\$56.27	03/12/2018		M			20,800	(6)	02/19/2025	Common stock	20,800	\$0	0	D	

**Explanation of Responses:**

- This amount (and accordingly, each amount in this column 5) includes one share that was not previously reported due to a bookkeeping error.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$122.50 to \$123.28, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- These restricted stock options in respect of warrants were granted to the reporting person on May 27, 2010, under the 2010 Cooper-Standard Holdings Inc. Management Incentive Plan.
- Subject to the reporting person's continued employment with the company or its affiliate, one-fourth of the restricted options in respect of warrants shall vest (i) on each of the first four (4) anniversary dates of the date of grant and (ii) upon the exercise of certain outstanding warrants that have been issued in respect of the Company's common stock. The number of options that will vest under clause (ii) will be based on a formula that is tied to the percentage of warrants that are exercised.
- These restricted stock options were granted to the reporting person on February 19, 2015, under the 2011 Omnibus Incentive Plan, as amended and restated.
- 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.

**Remarks:**

/s/ Joanna M. Totsky, on  
behalf of Keith D. Stephenson 03/14/2018  
under power of attorney

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**

POWER OF ATTORNEY

I, Keith D. Stephenson, hereby appoint Aleksandra A. Miziolek, Joanna M. Totsky and Denise Balog as alternate attorneys-in-fact, each having the full and lawful authority, individually, to execute and file in my name and on m  
IN WITNESS WHEREOF, the undersigned has duly executed this instrument as of the 13th day of March, 2018.

/s/Keith D. Stephenson  
Keith D. Stephenson

STATE OF MICHIGAN )  
                          ) ss  
COUNTY OF OAKLAND )

On this March 13, 2018, before me, a Notary Public in and for said county, personally appeared Keith D. Stephenson to me known, who, being by me duly sworn, executed the attached Power of Attorney in my presence, acknowledgin

/s/Christine J. Shirkey  
Christine J. Shirkey, Notary Public