

<b>OMB APPROVAL</b>	
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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>Edwards Jeffrey S</u>  (Last) (First) (Middle) 39550 ORCHARD HILL PLACE  (Street) NOVI MI 48375  (City) (State) (Zip)	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)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 <sup>(1)</sup>	02/14/2019		A		8,055 <sup>(2)</sup>	A	\$74.15	108,731	D	
Common stock	02/14/2019		F		2,299	D	\$74.15	106,432	D	
Common stock	02/18/2019		M		7,200	A	\$64.56	113,632	D	
Common stock	02/18/2019		F		3,140	D	\$64.56	110,492	D	
Common stock								13,200	I	By Trust <sup>(3)</sup>

**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	Amount or Number of Shares				
Employee stock options (right to buy) <sup>(4)</sup>	\$74.15	02/14/2019		A		45,293		(5)	02/14/2029 <sup>(6)</sup>	Common stock	45,293	\$0	45,293	D	
Restricted Stock Units <sup>(7)</sup>	(8)	02/14/2019		A		10,250		02/14/2022 <sup>(9)</sup>	02/14/2022	Common stock	10,250	\$0	10,250	D	
Restricted Stock Units <sup>(10)</sup>	\$64.56	02/18/2019		M		7,200		02/18/2019	02/18/2019	Common stock	7,200	\$0	0	D	

**Explanation of Responses:**

- On February 18, 2016, the reporting person was granted 9,050 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 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.
- This is the number of common shares received based upon the performance-goal achieved at the end of the performance period.
- Shares held by an irrevocable family trust for which the Reporting Person's spouse is a beneficiary. The Reporting Person disclaims beneficial ownership of the stock held by the trust except to the extent of his pecuniary interest therein.
- These are time-restricted employee stock options with the right to buy, granted to the reporting person on February 14, 2019, under the Cooper-Standard Holdings Inc. 2017 Omnibus Incentive Plan.
- 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 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
- These are time-based restricted stock units (RSUs) granted to the reporting person on February 14, 2019, under the Cooper-Standard Holdings Inc. 2017 Omnibus Incentive Plan.
- 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 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.
- 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.
- These are time-based restricted stock units (RSU's) granted to the reporting person on February 18, 2016, under the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan, as amended and restated.

**Remarks:**

/s/ Joanna M. Totsky on  
behalf of Jeffrey S. Edwards 02/19/2019  
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, Jeffrey S. Edwards, 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 my behalf any and all documents, including but not limited to, any and all documents required to file and prosecute a lawsuit, in any state or federal court, in connection with the above-captioned matter. IN WITNESS WHEREOF, the undersigned has duly executed this instrument as of the 23rd day of March, 2018.

/s/ Jeffrey S. Edwards  
Jeffrey S. Edwards

STATE OF MICHIGAN )  
                          ) ss  
COUNTY OF OAKLAND )

On this March 23, 2018, before me, a Notary Public in and for said county, personally appeared Jeffrey S. Edwards to me known, who, being by me duly sworn, executed the attached Power of Attorney in my presence, acknowledged and signed the same.

/s/ Christine Shirkey  
Christine Shirkey, Notary Public