

OMB APPROVAL	
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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

<b>1. Name and Address of Reporting Person*</b> <u>Off Larry</u>  (Last) (First) (Middle) <u>39550 ORCHARD HILL PLACE</u>  (Street) <u>NOVI MI 48375</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Cooper-Standard Holdings Inc. [ CPS ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See remarks
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/14/2019</u>	
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock <sup>(1)</sup>	02/14/2019		A		1,246 <sup>(2)</sup>	A	\$74.15	22,196	D	
Common stock	02/14/2019		F		404	D	\$74.15	21,792	D	
Common stock	02/18/2019		M		1,100	A	\$64.56	22,892	D	
Common stock	02/18/2019		F		315	D	\$64.56	22,577	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	Amount or Number of Shares
Employee stock options (right to buy) <sup>(3)</sup>	\$74.15	02/14/2019		A		5,364		(4)	02/14/2029 <sup>(5)</sup>	Common stock	5,364	\$0	5,364	D		
Restricted Stock Units <sup>(6)</sup>	(7)	02/14/2019		A		1,214			02/14/2022 <sup>(8)</sup>	02/14/2022	Common stock	1,214	\$0	1,214	D	
Restricted Stock Units <sup>(9)</sup>	\$64.56	02/18/2019		M			1,100		02/18/2019	02/18/2019	Common stock	1,100	\$0	0	D	

**Explanation of Responses:**

- On February 18, 2016, the reporting person was granted 1,400 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.
- 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:**

Senior Vice President and Chief Human Resources Officer

/s/ Joanna M. Totsky, on  
behalf of Larry Ott under  
power of attorney

02/19/2019

\*\* 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.**