

Stephenson Keith Dwayne
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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Stephenson Keith Dwayne | | (Month/Day/Year) | Cooper-Standard Holdings Inc. [COSH] | |
| (Last) | (First) | (Middle) | 03/21/2011 | |
| 39550 ORCHARD HILL PLACE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NOVI, MI 48375 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | Chief Operating Officer | <input type="checkbox"/> 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 | 62,417 ⁽¹⁾ | D | |

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) | 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 | 3,142 | \$ 23.3057 | D | Â |
| Stock Options | Â (4) | 05/27/2020 | Common Stock | 104,941 | \$ 25.52 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stephenson Keith Dwayne 39550 ORCHARD HILL PLACE NOVI, MI 48375 | Â | Â | Â Chief Operating Officer | Â |

Signatures

/s/ Keith D.
Stephenson

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).
- (1) Represents restricted stock granted to the reporting person. 54,851 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. 7,566 of such shares shall vest, assuming 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 7,566 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.
- (2) These shares of participating preferred common stock are entitled to receive dividends at a rate of 7% per annum and may be converted at 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.
- (4) Represents restricted stock options granted to the reporting person. 93,000 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. 11,941 of such shares shall vest, assuming 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 11,941 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.