

OLIVER AUGUSTUS K  
Form 4  
August 29, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 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 \*  
Oliver Press Partners, LLC

2. Issuer Name and Ticker or Trading Symbol  
COHERENT INC [COHR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
152 WEST 57TH STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/28/2008

\_\_\_ Director \_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_X\_\_\_ Other (specify below)  
Disclaimed Group

NEW YORK, NY 10019

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ 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                                                |                                                                                               |                                                          |                                                                                      |
| Common Stock                    | 08/28/2008                           |                                                    | S                              | 22,992 D \$ 36.6396                                               | 2,581,097 (1) (2) (3)                                                                         | I (1) (2) (3)                                            | By Davenport Partners, L.P., JE Partners and Oliver Press Master Fund LP (1) (2) (3) |

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

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(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 (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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships |           |         |                  |
|---------------------------------------------------------------------------|---------------|-----------|---------|------------------|
|                                                                           | Director      | 10% Owner | Officer | Other            |
| Oliver Press Partners, LLC<br>152 WEST 57TH STREET<br>NEW YORK, NY 10019  |               |           |         | Disclaimed Group |
| Oliver Press Investors, LLC<br>152 WEST 57TH STREET<br>NEW YORK, NY 10019 |               |           |         | Disclaimed Group |
| OLIVER AUGUSTUS K<br>152 WEST 57TH STREET<br>NEW YORK, NY 10019           |               |           |         | Disclaimed Group |

## Signatures

|                                                                        |            |
|------------------------------------------------------------------------|------------|
| /s/ Augustus K. Oliver, Managing Member of Oliver Press Partners, LLC  | 08/28/2008 |
| __Signature of Reporting Person                                        | Date       |
| /s/ Augustus K. Oliver, Managing Member of Oliver Press Investors, LLC | 08/28/2008 |
| __Signature of Reporting Person                                        | Date       |
| /s/ Augustus K. Oliver                                                 | 08/28/2008 |
| __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).

(1) As of August 28, 2008, Davenport Partners, L.P., a Delaware limited partnership ("Davenport"), held 244,118 shares of common stock, \$0.01 par value per share (the "Shares"), of Coherent, Inc., a Delaware corporation (the "Company"). As of August 28, 2008, JE Partners, a Bermuda partnership ("JE"), held 2,280,771 Shares. As of August 28, 2008, Oliver Press Master Fund LP, a Cayman limited partnership ("Master Fund" and, together with Davenport and JE, the "Partnerships"), held 56,208 Shares.

(2) Oliver Press Investors, LLC, a Delaware limited liability company ("OPI"), serves as the general partner of each of the Partnerships. Oliver Press Partners, LLC, a Delaware limited liability company ("OPP"), serves as the investment adviser to each of the Partnerships. Clifford Press ("Press") and Augustus K. Oliver ("Oliver" and, collectively with OPI and OPP, the "Filing Parties") serve as the Managing Members of each of OPI and OPP. Press files separately from the Filing Parties with respect to Coherent, Inc.

(3) The Filing Parties share the power to vote and the power to direct the disposition of the Shares held by the Partnerships. The Filing Parties' interest in the securities reported herein is limited to their pecuniary interest in the Partnerships, if any.

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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