

COHERENT INC
Form 4
November 12, 2013

FORM 4

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

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 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 *
Sechrist Paul F

(Last) (First) (Middle)
5100 PATRICK HENRY DR
(Street)

SANTA CLARA,, CA 95054

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP Worldwide Sales & Services

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/08/2013		M	1,440	A \$ 0	23,891	D
Common Stock	11/08/2013		F	745 ⁽¹⁾	D \$ 65.47	23,146	D
Common Stock	11/08/2013		M	320	A \$ 0	23,466	D
Common Stock	11/08/2013		F	166 ⁽¹⁾	D \$ 65.47	23,300	D
Common Stock	11/08/2013		M	4,020	A \$ 0	27,320	D

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Common Stock 11/08/2013 F 2,098 D \$ 65.47 25,222 D

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0	11/08/2013		A	5,845	<u>(3)</u> 11/08/2016	Common Stock	5,845
Performance Restricted Stock Units	\$ 0	11/08/2013		A	2,923	<u>(4)</u> 11/08/2016	Common Stock	2,923
Performance Restricted Stock Units	\$ 0	11/08/2013		M	1,440	11/08/2013 11/08/2013	Common Stock	1,440
Performance Restricted Stock Units	\$ 0	11/08/2013		M	320	11/08/2013 11/08/2013	Common Stock	320
Restricted Stock Units	\$ 0	11/08/2013		M	4,020	11/08/2013 11/08/2013	Common Stock	4,020

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sechrist Paul F 5100 PATRICK HENRY DR SANTA CLARA,, CA 95054			EVP Worldwide Sales & Services	

Signatures

Paul F. Sechrist

11/12/2013

**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) Represents shares withheld to satisfy minimum tax withholding obligations for released performance restricted stock units.
- (2) Represents shares withheld to satisfy minimum tax withholding obligations for released restricted stock units.
- (3) This Restricted Stock Unit award vests over three years with one third of the grant vesting on each of the subsequent anniversaries of the grant.

This Performance Restricted Stock Unit award vests after the three year anniversary of the grant based on the relative performance of the underlying stock versus the Russell 2000 Index for the 90 trading days on and prior to November 8, 2016 versus the same 90 trading day period ending November 8, 2013. The number of shares in the table reflects the number of RSUs at target. The actual range of RSUs is 0-200% of the target number, depending upon what achievement, if any, results at the measurement date.
- (4) 1440 shares received out of a possible 3000 maximum share payout. Derivatives beneficially owned total reduced by the 1560 shares not earned.
- (5) 320 shares received out of a possible 666 maximum share payout. Derivatives beneficially owned total reduced by the 346 shares not earned.
- (6)

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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