

Herron Danny C
Form 4
February 05, 2013

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Herron Danny C

2. Issuer Name **and** Ticker or Trading
Symbol
ADVANCED ENERGY
INDUSTRIES INC [AEIS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1625 SHARP POINT DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2013

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive VP & CFO

FORT COLLINS, CO 80525

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ 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)
Common Stock	02/01/2013		A ⁽¹⁾	26,429 A \$ 0	39,934	D	
Common Stock	02/01/2013		F	8,355 ⁽²⁾ D \$ 15.64	31,579 ⁽³⁾	D	

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

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(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Performance Stock Option (right to buy)	\$ 11.02	02/01/2013		A ⁽⁴⁾	22,144	02/01/2013 02/01/2023	Common Stock 22,
Performance Options (right to buy)	\$ 0	01/03/2012		A	0	⁽⁵⁾ ⁽⁶⁾	Common Stock 101,
Performance Units	\$ 0	01/03/2012		A	0	⁽⁷⁾ ⁽⁶⁾	Common Stock 118,

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Herron Danny C 1625 SHARP POINT DRIVE FORT COLLINS, CO 80525	Executive VP & CFO

Signatures

/s/ Thomas O. McGimpsey -
Attorney-in-Fact 02/05/2013

 **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) The reported transaction is the vesting of performance units reported on Form 4 filed January 6, 2012.
- (2) Payment of tax liability by withholding securities incident to vesting of Restricted Stock units.
- (3) Represents 31,134 shares of Restricted Stock units and 445 Employee Stock Purchase Plan shares. As of the reporting date, 20,350 shares are sellable.
- (4) The reported transaction is the vesting of performance stock options reported on Form 4 filed January 6, 2012
- (5) This entry provides for the updated total outstanding performance stock options previously voluntarily reported on Form 4 filed January 6, 2012, following the vesting of 22,144 performance stock options (as reflected in the first line of the Table II). 28,762 performance stock options in respect of the 2012 performance period did not vest. The performance stock options reported in column 9 related to the 2012 and 2014 performance periods.

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- (6) If the performance metrics for the reporting year have not been met as determined by the Compensation Committee, the unvested options and unit for the applicable year will expire immediately. If any of the options vest, they will cancel ten years from the grant date.

- This entry provides for the updated total outstanding performance units previously voluntarily reported on Form 4 filed January 6, 2012, following the vesting of 25,836 performance units (as reflected in Table 1 above) in respect of the 2012 performance period. 33,556
- (7) performance units in respect of the 2012 performance period did not vest. The performance units reported in Column 9 related to the 2013 and 2014 performance periods.

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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