

COHERENT INC
Form 4
November 12, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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
__X__ Officer (give title below) ____ Other (specify below)

EVP Worldwide Sales & Services

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
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
(2) 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)	8. An or Nu of Sha
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0	11/08/2013		A	5,845	(3)	11/08/2016	Common Stock
Performance Restricted Stock Units	\$ 0	11/08/2013		A	2,923	(4)	11/08/2016	Common Stock
Performance Restricted Stock Units	\$ 0	11/08/2013		M	1,440	11/08/2013	11/08/2013	Common Stock
Performance Restricted Stock Units	\$ 0	11/08/2013		M	320	11/08/2013	11/08/2013	Common Stock
Restricted Stock Units	\$ 0	11/08/2013		M	4,020	11/08/2013	11/08/2013	Common Stock

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.
- (5) 1440 shares received out of a possible 3000 maximum share payout. Derivatives beneficially owned total reduced by the 1560 shares not earned.
- (6) 320 shares received out of a possible 666 maximum share payout. Derivatives beneficially owned total reduced by the 346 shares not earned.

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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