

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 \*  
DiMarco Bret

(Last) (First) (Middle)

P.O. BOX 54980

(Street)

SANTA CLARA, CA 95056-0980

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
10/31/2013

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)  
Exec VP & General Counsel

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 10/31/2013                           |  | J                              | V 97 <sup>(1)</sup> A \$ 46.6225                                  | 6,466   | D  |   |
| Common Stock                    | 11/08/2013                           |  | M                              | 3,350 A \$ 0  | 9,816   | D  |   |
| Common Stock                    | 11/08/2013                           |  | F                              | <u>1,259</u> <sup>(2)</sup> D \$ 65.47                            | 8,557   | D  |   |

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

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SEC 1474 (9-02)

number.

**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                              | 5,977   | (3)  |   | 11/08/2016         |                 | Common Stock | 5 |
| Performance Restricted Stock Units         | \$ 0   | 11/08/2013                           |  | A                              | 2,989   | (4)  |   | 11/08/2016         |                 | Common Stock | 2 |
| Restricted Stock Units                     | \$ 0   | 11/08/2013                           |  | M                              |   |  | 3,350   | 11/08/2013         | 11/08/2013      | Common Stock | 3 |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| DiMarco Bret<br>P.O. BOX 54980<br>SANTA CLARA, CA 95056-0980 |               |           | Exec VP & General Counsel |       |

## Signatures

Bret DiMarco 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) Purchase under employee stock purchase plan.
- (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.

(4) 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.

## Edgar Filing: COHERENT INC - Form 4

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