

Sechrist Paul F
Form 4
November 15, 2018

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 *
Sechrist Paul F

(Last) (First) (Middle)

5100 PATRICK HENRY DRIVE

(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)

11/13/2018

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 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	11/13/2018		M	Amount <u>2,445</u> (1) A	\$ 0 3,310	I	Family Trust
Common Stock	11/13/2018		F	846 <u>(2)</u> D	\$ 123.26 2,464	I	Family Trust
Common Stock	11/13/2018		M	<u>3,667</u> (1) A	\$ 0 6,131	I	Family Trust
Common Stock	11/13/2018		A	<u>3,667</u> (1) (3) A	\$ 0 9,798	I	Family Trust
Common Stock	11/13/2018		F	<u>3,103</u> (2) D	\$ 123.26 6,695	I	Family Trust

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Common Stock 11/13/2018 A 6,588₍₄₎ A \$ 0 8,252 (5) D

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 (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	\$ 0	11/13/2018		M	2,445	11/13/2018 11/13/2018	Common Stock 2,445
Performance Restricted Stock Units	\$ 0	11/13/2018		M	3,667	<u>(6) 11/13/2018</u>	Common Stock 3,667

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Sechrist Paul F
5100 PATRICK HENRY DRIVE
SANTA CLARA, CA 95054

EVP Worldwide Sales & Services

Signatures

/s/ Rhonda Fassbender, pursuant to Power of Attorney

11/15/2018

 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).

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- (1) Released shares issued to family trust.
- (2) Represents shares withheld to satisfy minimum tax withholding obligations for released restricted stock units.
- (3) Additional shares acquired pursuant to the maximum achievement of the performance criteria beyond the target number, as described in footnote (5) on Table II.
- (4) On November 13, 2018 the Reporting Person was granted 6,588 Restricted Stock Units which will vest in three equal installments on each of November 13, 2019, November 13, 2020 and November 13, 2021.
- (5) Includes 8,252 Restricted Stock Units.

- This Performance Restricted Stock Unit award vested on 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 13, 2018 versus the same 90 trading day period ending November 13, 2015. The number of shares in the table reflects the target number of achieved RSUs. The actual range of RSUs was 0-200% of the target number, depending upon the achievement results at the measurement date.
- (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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