

COHERENT INC
Form 4
November 10, 2016

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 *
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)
11/08/2016

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)

Exec VP & General Counsel

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/08/2016		M	1,992 A	\$ 0 13,603	D	
Common Stock	11/08/2016		F	749 ⁽¹⁾ D	\$ 116.57 12,854	D	
Common Stock	11/08/2016		M	5,978 A	\$ 0 18,832	D	
Common Stock	11/08/2016		F	2,790 ⁽¹⁾ D	\$ 116.57 16,042	D	
Common Stock	11/09/2016		S	4,951 ⁽³⁾ A	\$ 120 11,091	D	

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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 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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	\$ 0	11/08/2016		M	1,992	11/08/2016 11/08/2016	Common Stock	1,992
Performance Restricted Stock Units	\$ 0	11/08/2016		M	2,989	(2) 11/08/2016	Common Stock	5,978

Reporting Owners

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

Signatures

Bret DiMarco 11/10/2016

**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 restricted stock units.

(2) This Restricted Stock Performance 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.

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(3) Sold Pursuant to a Rule 10b5-1 sales plan adopted on May 9, 2016.

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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