

AMBROSEO JOHN
Form 4
May 13, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
AMBROSEO JOHN

(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)
05/11/2011

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)
Pres. and CEO

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 | 05/11/2011 | | M | | 10,051 A \$ 32.95 | 104,362 | D |
| Common Stock | 05/11/2011 | | S | | 10,051 (1) D \$ 58.7234 (2) | 94,311 | D |
| Common Stock | 05/12/2011 | | M | | 4,861 A \$ 32.95 | 99,172 | D |
| Common Stock | 05/12/2011 | | S | | 4,861 (1) D \$ 58.2178 (3) | 94,311 | D |

Edgar Filing: AMBROSEO JOHN - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 32.95 | 05/11/2011 | | M | 10,051 | 04/15/2009 10/03/2013 | Common Stock 10 |
| Non-Qualified Stock Option (right to buy) | \$ 32.95 | 05/12/2011 | | M | 4,861 | 04/15/2009 10/03/2013 | Common Stock 4, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| AMBROSEO JOHN P.O. BOX 54980 SANTA CLARA, CA 95056-0980 | X | | Pres. and CEO | |

Signatures

/s/ Bret DiMarco, General Counsel & Power of Attorney
Date: 05/13/2011

**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) Sold Pursuant to a Rule 10b5-1 sales plan adopted on February 2, 2011.
- (2) Represents the weighted average sales price for the shares. The range of prices for such sales was \$58.00 to \$60.00.
- (3) Represents the weighted average sales price for the shares. The range of prices for such sales was \$58.00 to \$58.50.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Edgar Filing: AMBROSEO JOHN - Form 4

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.