

AMBROSEO JOHN
Form 4
May 10, 2011

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 *
AMBROSEO JOHN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/29/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Pres. and CEO

P.O. BOX 54980

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SANTA CLARA, CA 95056-0980

(City) (State) (Zip)

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	04/29/2011		J	V 584 ⁽¹⁾ A \$ 36.3375	94,311	D	
Common Stock	05/06/2011		M	11,800 A \$ 32.95	106,111	D	
Common Stock	05/06/2011		S	<u>11,800</u> ⁽²⁾ D <u>59.2056</u> ⁽³⁾	94,311	D	
Common Stock	05/09/2011		M	15,048 A \$ 32.95	109,359	D	
Common Stock	05/09/2011		S	<u>15,048</u> ⁽²⁾ D \$ 58.9269	94,311	D	

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(4)

Common Stock	05/10/2011	M	13,967	A	\$ 32.95	108,278	D
Common Stock	05/10/2011	S	<u>13,967</u> (2)	D	\$ <u>59.9262</u> (5)	94,311	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Nur of S
Non-Qualified Stock Option (right to buy)	\$ 32.95	05/06/2011		M	11,800	04/15/2009 10/03/2013	Common Stock	11	
Non-Qualified Stock Option (right to buy)	\$ 32.95	05/09/2011		M	15,048	04/15/2009 10/03/2013	Common Stock	15	
Non-Qualified Stock Option (right to buy)	\$ 32.95	05/10/2011		M	13,967	04/15/2009 10/03/2013	Common Stock	13	

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

05/10/2011

__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) Purchase under employee stock purchase plan.
 - (2) Sold Pursuant to a Rule 10b5-1 sales plan adopted on February 2, 2011.
 - (3) Represents the weighted average sales price for the shares. The range of prices for such sales was \$58.63 to \$60.04.
 - (4) Represents the weighted average sales price for the shares. The range of prices for such sales was \$58.21 to \$59.58.
 - (5) Represents the weighted average sales price for the shares. The range of prices for such sales was \$59.30 to \$60.26.

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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