

COHERENT INC  
Form 4  
October 31, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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**

(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)  
**10/29/2013**

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)  
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	10/29/2013		M	18,427 A \$ 26.16	156,270	I	Family Trust
Common Stock	10/29/2013		S	18,427 (1) D \$ 66.071 (2)	137,843	I	Family Trust
Common Stock	10/30/2013		M	1,467 A \$ 26.16	139,310	I	Family Trust
Common Stock	10/30/2013		S	1,467 (1) D \$ 66.0837 (3)	137,843	I	Family Trust
Common Stock	10/31/2013		M	40,597 A \$ 26.16	178,440	I	Family Trust

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Common Stock	10/31/2013	S	39,397 <u>(1)</u>	D	\$ 66.3258 <u>(4)</u>	139,043	I	Family Trust
Common Stock	10/31/2013	S	1,200	D	\$ 67.0954 <u>(5)</u>	137,843	I	Family Trust

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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non Qualified Stock Option (right to buy)	\$ 26.16	10/29/2013		M	18,427	<u>(6)</u> 11/20/2016	Common Stock	18,427
Non Qualified Stock Option (right to buy)	\$ 26.16	10/30/2013		M	1,467	<u>(6)</u> 11/20/2016	Common Stock	1,467
Non Qualified Stock Option (right to buy)	\$ 26.16	10/31/2013		M	40,597	<u>(6)</u> 11/20/2016	Common Stock	40,597

## 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

John Ambroseo                      10/31/2013

\_\_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) Sold Pursuant to a Rule 10b5-1 sales plan adopted on February 4, 2013.
- (2) Represents the weighted average sales price for the shares. The range of prices for such sales was \$66.00 to \$66.28 The reporting person will provide upon request full information regarding the number of shares sold at each separate price.
- (3) Represents the weighted average sales price for the shares. The range of prices for such sales was \$66.00 to \$66.24 The reporting person will provide upon request full information regarding the number of shares sold at each separate price.
- (4) Represents the weighted average sales price for the shares. The range of prices for such sales was \$66.00 to \$66.9958. The reporting person will provide upon request full information regarding the number of shares sold at each separate price.
- (5) Represents the weighted average sales price for the shares. The range of prices for such sales was \$67.02 to \$67.24 The reporting person will provide upon request full information regarding the number of shares sold at each separate price.
- (6) The shares subject to the option are fully vested and exercisable.

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