

DiMarco Bret
Form 4
November 15, 2018

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 *
DiMarco Bret

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)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

5100 PATRICK HENRY DRIVE

11/13/2018

Exec VP & General Counsel

(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 95054

(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	11/13/2018		M	2,500 ⁽¹⁾ A \$ 0	10,093	I	Family Trust
Common Stock	11/13/2018		F	865 ⁽²⁾ D \$ 123.26	9,228	I	Family Trust
Common Stock	11/13/2018		M	3,750 ⁽¹⁾ A \$ 0	12,978	I	Family Trust
Common Stock	11/13/2018		A	3,750 ^{(1) (3)} A \$ 0	16,728	I	Family Trust
Common Stock	11/13/2018		F	3,245 ⁽²⁾ D \$ 123.26	13,483	I	Family Trust

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) 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 3,294 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 4,759 Restricted Stock Units.

(6) 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.

(7) This Performance Restricted Stock Unit award vests after the three year anniversary of the grant based on the relative performance of the underlying stock versus the Russell 1000 Index for the 90 trading days on and prior to November 13, 2021 versus the same 90 trading day period ending November 13, 2018. 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.

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.