

AMBROSEO JOHN  
Form 4  
September 30, 2010

**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

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)  
09/28/2010

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	09/28/2010		M		89,500 A \$ 33.71	D	
Common Stock	09/28/2010		S		89,500 (1) D \$ 40.2428 (2)	D	
Common Stock	09/28/2010		M		10,000 A \$ 35.01	D	
Common Stock	09/28/2010		S		10,000 (1) D \$ 40.2428 (2)	D	
	09/29/2010		M		65,000 A \$ 35.01	D	

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Common  
Stock

Common Stock	09/29/2010	S	65,000 <u>(1)</u>	D	\$ 40.0706 <u>(3)</u>	79,826	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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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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non Qualified Stock Option (right to buy)	\$ 33.71	09/28/2010		M	89,500	04/07/2007 04/07/2011	Common Stock	89,500	
Non Qualified Stock Option (right to buy)	\$ 35.01	09/28/2010		M	10,000	03/30/2008 03/30/2012	Common Stock	10,000	
Non Qualified Stock Option (right to buy)	\$ 35.01	09/29/2010		M	65,000	03/30/2008 03/30/2012	Common Stock	65,000	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

AMBROSEO JOHN  
P.O. BOX 54980 X Pres. and CEO  
SANTA CLARA, CA 95056-0980

Signatures

John Ambroseo 09/30/2010

\*\*Signature of Date  
Reporting Person

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 May 28, 2010.
- (2) Represents the weighted average sales price for the shares. The range of prices for such sales was \$40.00 to \$40.45.
- (3) Represents the weighted average sales price for the shares. The range of prices for such sales was \$40.00 to \$40.34.

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.