#### SOBEY MARK STEWART

Form 4

November 10, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

January 31,

2005 Estimated average

burden hours per response... 0.5

Expires:

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* SOBEY MARK STEWART

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

Security

(Instr. 3)

(First)

(Street)

5100 PATRICK HENRY DRIVE

(Middle)

3. Date of Earliest Transaction

COHERENT INC [COHR]

(Month/Day/Year)

Director 10% Owner X\_ Officer (give title Other (specify

11/08/2011

below) below) **EVP** 

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

Code

(Instr. 8)

6. Individual or Joint/Group Filing(Check Applicable Line)

(Instr. 4)

\_X\_ 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

SANTA CLARA, CA 95054

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(A)

Following Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Disposed of (D)

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Securities Security or Exercise any Code (Month/Day/Year) (Instr. 3 and 4)

#### Edgar Filing: SOBEY MARK STEWART - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	() () ()	Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of				
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Restricted Stock Units	\$ 0	11/08/2011		A	۷	4,620		<u>(1)</u>	11/08/2014	Common Stock	4,620
Restricted Stock Units	\$ 0	11/08/2011		A	Ģ	9,380		(2)	11/08/2013	Common Stock	9,380

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
·F····	Director	10% Owner	Officer	Other			
SOBEY MARK STEWART							
5100 PATRICK HENRY DRIVE			EVP				
SANTA CLARA CA 95054							

## **Signatures**

Mark Stewart
Sobey

\*\*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).
- This Restricted Stock Performance Unit award vests after 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 7, 2014 versus the same 90 trading day period ending November 7, 2011. 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.
- (2) This Restricted Stock Unit award vests over two years with one half of the grant vesting on each of the subsequent anniversaries of the grant.

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.

Reporting Owners 2