DiMarco Bret
Form 4
November 15, 2018

# FORM 4

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

**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

OMB APPROVAL

| | |
|---|---|
| OMB Number: | 3235-0287 |
| Expires: | January 31, 2005 |
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
DiMarco Bret

(Last) (First) (Middle)

5100 PATRICK HENRY DRIVE

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/13/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Exec VP & General Counsel

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

| 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 |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Common Stock | 11/13/2018 | | A | 3,294 (4) | A | $ 0 | 4,759 (5) | D | |

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 Amo Underlying Secu (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | An or Nu of Sha |
| Restricted Stock Units | $ 0 | 11/13/2018 | | M | | | 2,500 | 11/13/2018 | 11/13/2018 | Common Stock | 2, |
| Performance Restricted Stock Units | $ 0 | 11/13/2018 | | M | | | 3,750 | (6) | 11/13/2018 | Common Stoc | 3, |
| Performance Restricted Stock Units | $ 0 | 11/13/2018 | | A | | 3,182 | | (7) | 11/13/2021 | Common Stock | 3, |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| DiMarco Bret<br>5100 PATRICK HENRY DRIVE<br>SANTA CLARA, CA 95054 | | | Exec VP & General Counsel | |

# Signatures

| /s/ Rhonda Fassbender, pursuant to Power of Attorney | 11/15/2018 |
|---|---|
| **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)** 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.
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