

ADVANCED ENERGY INDUSTRIES INC
Form SC 13G/A
February 13, 2009

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

SCHEDULE 13G

(Rule 13d-102)

(Amendment No. 3)¹

Advanced Energy Industries, Inc.
(Name of Issuer)

Common Stock, \$0.001 par value
(Title of Class of Securities)

007973 10 0

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 007973 10 0

13G

Page 2 of 7 Pages

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Douglas S. Schatz & Jill E. Schatz Family Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

WYOMING

SOLE VOTING POWER

5.

NUMBER OF 8,655,722

SHARED VOTING POWER

6.

SHARES BENEFICIALLY OWNED BY 136,668

SOLE DISPOSITIVE POWER

7.

EACH REPORTING PERSON 8,655,722

SHARED DISPOSITIVE POWER

8.

WITH 136,668

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

8,792,390

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

10.

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

21.0 %

TYPE OF REPORTING PERSON*

12.

OO

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 007973 10 0

13G

Page 3 of 7 Pages

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Douglas S. Schatz

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2. (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES

5. SOLE VOTING POWER
NUMBER OF 8,655,722

6. SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 136,668

7. SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 8,655,722

8. SHARED DISPOSITIVE POWER
WITH 136,668

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,792,390

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

10.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

21.0 %

TYPE OF REPORTING PERSON*

12.

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 007973 10 0

13G

Page 4 of 7 Pages

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Jill E. Schatz

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2. (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES

	5.	SOLE VOTING POWER
NUMBER OF		8,655,722

SHARES	6.	SHARED VOTING POWER
BENEFICIALLY		
OWNED BY		136,668

EACH	7.	SOLE DISPOSITIVE POWER
REPORTING		
PERSON		8,655,722

WITH	8.	SHARED DISPOSITIVE POWER
		136,668

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,792,390

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

10.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

21.0 %

TYPE OF REPORTING PERSON*

12.

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

Item 1(a). Name of Issuer

Advanced Energy Industries, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices

1625 Sharp Point Drive
Fort Collins, CO 80525

Item 2(a). Names of Person Filing

Douglas S. Schatz & Jill E. Schatz Family Trust
Douglas S. Schatz
Jill E. Schatz

Item 2(b). Address of Principal Business Office or, if None, Residence

PO Box 481
Fort Collins, CO 80522

Item 2(c). Citizenship

Douglas S. Schatz & Jill E. Schatz Family Trust Wyoming
Douglas S. Schatz United States
Jill E. Schatz United States

Item 2(d). Title of Class of Securities

Common Stock, \$0.001 par value

Item 2(e). CUSIP Number

007973 10 0

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

Not applicable

Item 4. Ownership

(a) Amount Beneficially Owned:

Douglas S. Schatz & Jill E. Schatz Family Trust **8,792,390** shares

Douglas S. Schatz **8,792,390** shares

Jill E. Schatz **8,792,390** shares

(b) Percent of Class:

Douglas S. Schatz & Jill E. Schatz Family Trust **21.0 %**

Douglas S. Schatz **21.0 %**

Jill E. Schatz **21.0 %**

(c) Number of shares as to which such person has:

Douglas S. Schatz & Jill E. Schatz Family Trust and Douglas S. Schatz:

(i) sole power to vote or to direct the vote: 8,655,722

(ii) shared power to vote or to direct the vote: 136,668**

(iii) sole power to dispose or to direct the disposition of: 8,655,722

(iv) shared power to dispose or to direct the disposition of: 136,668**

Jill E. Schatz:

(i) sole power to vote or to direct the vote: 8,655,722

(ii) shared power to vote or to direct the vote: 136,668**

(iii) sole power to dispose or to direct the disposition of: 8,655,722

(iv) shared power to dispose or to direct the disposition of: 136,668**

** Mr. and Mrs. Schatz are trustees of a charitable foundation that is the record holder of 136,668 shares of common

stock of the issuer. The two other trustees of the charitable foundation are members of Mr. and Mrs. Schatz's immediate family.

Accordingly, Mr. Schatz and Mrs. may be deemed to share with the other trustees voting and dispositive power with

respect to the
charitable
foundation s
136,668 shares.
Mr. and
Mrs. Schatz
disclaim
beneficial
ownership of
the shares held
by the charitable
foundation.

Item 5. Ownership of Five Percent or Less of a Class

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported By the Parent Holding Company

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certification

Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2009

DOUGLAS S. SCHATZ &
JILL E. SCHATZ FAMILY TRUST

By: /s/ Douglas S. Schatz
Douglas S. Schatz, Trustee

By: /s/ Jill E. Schatz
Jill E. Schatz, Trustee

By: /s/ Douglas S. Schatz
Douglas S. Schatz

By: /s/ Jill E. Schatz
Jill E. Schatz