

DiMarco Bret
Form 4
November 14, 2017

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)
5100 PATRICK HENRY DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
11/13/2017

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

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 | 11/13/2017 | | M | 2,500 A \$ 0 | 8,601 | I | Family Trust |
| Common Stock | 11/13/2017 | | F | 1,305 (1) D \$ 301.32 | 7,296 | I | Family Trust |
| Common Stock | 11/14/2017 | | S | 300 (2) D \$ 300.43 (3) | 6,996 | I | Family Trust |
| Common Stock | 11/14/2017 | | S | 595 (2) D \$ 302.1014 (4) | 6,401 | I | Family Trust |
| Common Stock | 11/14/2017 | | S | 300 (2) D \$ 302.9267 | 6,101 | I | Family Trust |

(5)

Common Stock 2,198 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units | \$ 0 | 11/13/2017 | | M | 2,500 | 11/13/2017 11/13/2017 | Common Stock | 2,500 |

Reporting Owners

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

Signatures

/s/ Rhonda Fassbender pursuant to Power of Attorney 11/14/2017

__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) Represents shares withheld to satisfy minimum tax withholding obligations for released restricted stock units.

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- (2) Sold Pursuant to a Rule 10b5-1 sales plan adopted on February 21, 2017.
- (3) Represents the weighted average sales price for the shares. The range of prices for such sales was \$299.97 to \$300.73. The reporting person will provide upon request full information regarding the number of shares sold at each separate price.
- (4) Represents the weighted average sales price for the shares. The range of prices for such sales was \$301.62 to \$302.60. The reporting person will provide upon request full information regarding the number of shares sold at each separate price.
- (5) Represents the weighted average sales price for the shares. The range of prices for such sales was \$302.74 to \$303.21. The reporting person will provide upon request full information regarding the number of shares sold at each separate price.

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.