

DiMarco Bret  
Form 4  
November 19, 2010

**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)

3. Date of Earliest Transaction (Month/Day/Year)  
11/17/2010

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

Exec VP & General Counsel

PO 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  | (D)  | Price   |
| Common Stock                    | 11/17/2010                           |  | M                              |   | 2,683   | A  | \$ 0  |
| Common Stock                    | 11/17/2010                           |  | F                              |   | 985 <sup>(1)</sup>  | D  | \$ 42.06  |
| Common Stock                    | 11/18/2010                           |  | M                              |   | 10,783  | A  | \$ 32.95  |
| Common Stock                    | 11/18/2010                           |  | S                              |   | 10,783 <sup>(3)</sup>   | D  | \$ 43.0618 <sup>(4)</sup>                             |
| Common Stock                    | 11/19/2010                           |  | M                              |   | 2,396   | A  | \$ 32.95  |

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|              |            |   |                     |   |                             |       |   |
|--------------|------------|---|---------------------|---|-----------------------------|-------|---|
| Common Stock | 11/19/2010 | S | 2,396<br><u>(3)</u> | D | \$<br>43.0359<br><u>(5)</u> | 3,467 | D |
| Common Stock | 11/19/2010 | M | 787                 | A | \$ 23.16                    | 4,254 | D |
| Common Stock | 11/19/2010 | S | 787 <u>(3)</u>      | D | \$<br>43.0359<br><u>(5)</u> | 3,467 | 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.**

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(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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| Restricted Stock Unit                      | \$ 0   | 11/17/2010                           |  | M                              | 2,683   | <u>(2)</u>   | 11/17/2011      | Common Stock  | 2,683                      |
| Non Qualified Stock Option (right to buy)  | \$ 32.95   | 11/18/2010                           |  | M                              | 10,783  | 04/15/2009   | 10/03/2013      | Common Stock  | 10,783                     |
| Non Qualified Stock Option (right to buy)  | \$ 32.95   | 11/19/2010                           |  | M                              | 2,396   | 04/15/2009   | 10/03/2013      | Common Stock  | 2,396                      |
| Non Qualified Stock Option (right to       | \$ 23.16   | 11/19/2010                           |  | M                              | 787   | 11/17/2009   | 11/17/2014      | Common Stock  | 787                        |

buy)

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| DiMarco Bret<br>PO BOX 54980<br>SANTA CLARA, CA 95056-0980 |               |           | Exec VP & General Counsel |       |

## Signatures

/s/ Helene Simonet, Exec VP, CFO & Power of Attorney

11/19/2010

\*\*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 units.
- (2) This Restricted Stock Unit award vests over three years with one third of the grant vesting on each of the subsequent anniversaries of the grant.
- (3) Sold Pursuant to a Rule 10b5-1 sales plan adopted on May 28, 2010.
- (4) Represents the weighted average sales price for the shares. The range of prices for such sales was \$43.00 to \$43.32.
- (5) Represents the weighted average sales price for the shares. The range of prices for such sales was \$43.00 to \$43.15.

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.