

SIMONET HELENE
Form 4
May 10, 2011

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 *
SIMONET HELENE

(Last) (First) (Middle)

P. O. BOX 54980

(Street)

SANTA CLARA, CA 95056-0980

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/06/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | 04/29/2011 | | J | V 509 ⁽¹⁾ A \$ 36.3375 | 31,182 | D | |
| Common Stock | 05/06/2011 | | M | 2,641 A \$ 26.16 | 33,823 | D | |
| Common Stock | 05/06/2011 | | S | 2,641 ₍₂₎ D \$ 60.024 ₍₃₎ | 31,182 | D | |
| Common Stock | 05/06/2011 | | S | 5,140 ₍₂₎ D \$ 59.5312 ₍₄₎ | 26,042 | D | |
| Common Stock | 05/10/2011 | | M | 6,692 A \$ 26.16 | 32,743 | D | |

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Common Stock 05/10/2011 S 6,692⁽²⁾ D \$ 59.9823⁽⁵⁾ 26,042 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 26.16 | 05/06/2011 | | M | 2,641 | 11/20/2010 11/20/2016 | Common Stock | 2,641 |
| Non-Qualified Stock Option (right to buy) | \$ 26.16 | 05/10/2011 | | M | 6,692 | 11/20/2010 11/20/2016 | Common Stock | 6,692 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| SIMONET HELENE P. O. BOX 54980 SANTA CLARA, CA 95056-0980 | | | Exec VP and CFO | |

Signatures

Helene Simonet 05/10/2011
 **Signature of Date
 Reporting Person

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) Purchase under employee stock purchase plan.
- (2) Sold Pursuant to a Rule 10b5-1 sales plan adopted on February 25, 2011.
- (3) Represents the weighted average sales price for the shares. The range of prices for such sales was \$59.95 to \$60.355.
- (4) Represents the weighted average sales price for the shares. The range of prices for such sales was \$58.95 to \$60.355.
- (5) Represents the weighted average sales price for the shares. The range of prices for such sales was \$59.95 to \$60.07.

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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