

Sechrist Paul F
 Form 4
 November 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 *
 Sechrist Paul F

(Last) (First) (Middle)
 5100 PATRICK HENRY DR
 (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)
 11/08/2011

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)
 EVP Worldwide Sales & Services

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/08/2011 | | M | 1,920 | A \$ 0 | 11,295 | D |
| Common Stock | 11/08/2011 | | F | 705 ⁽¹⁾ | D \$ 53.46 | 10,590 | D |
| Common Stock | 11/08/2011 | | M | 428 | A \$ 0 | 11,018 | D |
| Common Stock | 11/08/2011 | | F | 157 ⁽¹⁾ | D \$ 53.46 | 10,861 | D |

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

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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) | 8. An or Nu of Sha |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------------|---|--------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Performance Restricted Stock Units | \$ 0 | 11/08/2011 | | M | | 1,920 | 11/08/2011 11/08/2011 | Common Stock | 1. |
| Performance Restricted Stock Units | \$ 0 | 11/08/2011 | | M | | 428 | 11/08/2011 11/08/2011 | Common Stock | 4 |
| Performance Restricted Stock Units | \$ 0 | 11/08/2011 | | A | | 3,960 | <u>(4)</u> 11/08/2014 | Common Stock | 3. |
| Restricted Stock Units | \$ 0 | 11/08/2011 | | A | | 8,040 | <u>(5)</u> 11/08/2013 | Common Stock | 8. |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sechrist Paul F 5100 PATRICK HENRY DR SANTA CLARA,, CA 95054 | | | EVP Worldwide Sales & Services | |

Signatures

Paul Sechrist 11/10/2011
 **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) Represents shares withheld to satisfy minimum tax withholding obligations for released performance restricted stock units.
- (2) 1920 shares received out of a possible 3000 maximum share payout. Derivatives beneficially owned total reduced by the 1080 shares not earned.
- (3) 428 shares received out of a possible 668 maximum share payout. Derivatives beneficially owned total reduced by the 240 shares not earned.

This Restricted Stock Performance Unit award vests after 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 7, 2014 versus the same 90 trading day period ending November 7, 2011. 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.
- (4) This Restricted Stock Performance Unit award vests after 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 7, 2014 versus the same 90 trading day period ending November 7, 2011. 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.
- (5) This Restricted Stock Unit award vests over two years with one half of the grant vesting on each of the subsequent anniversaries of the grant.

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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