

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

(Last) (First) (Middle)

PO 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)
11/17/2010

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 & General Counsel

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

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Common Stock	11/19/2010	S	2,396 <u>(3)</u>	D	\$ 43.0359 <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	\$ 43.0359 <u>(5)</u>	3,467	D

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

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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 PO BOX 54980 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.