

COHERENT INC
Form 4
December 23, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
TOMLINSON LAWRENCE

(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)
12/22/2009

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)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/22/2009		M		100 A \$ 26.41	5,300	D
Common Stock	12/22/2009		S		100 (1) D \$ 28.5	5,200	D
Common Stock	12/23/2009		M		2,900 A \$ 26.41	8,100	D
Common Stock	12/23/2009		S		2,900 (1) D \$ 28.5	5,200	D
Common Stock	12/23/2009		M		3,000 A \$ 26.41	8,200	D
	12/23/2009		S		D \$ 29	5,200	D

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Common Stock 3,000
(1)

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Non Qualified Stock Option (right to buy)	\$ 26.41	12/22/2009		M	100	03/25/2007 03/25/2014	Common Stock	100
Non Qualified Stock Option (right to buy)	\$ 26.41	12/23/2009		M	2,900	03/25/2007 03/25/2014	Common Stock	2,900
Non Qualified Stock Option (right to buy)	\$ 26.41	12/23/2009		M	3,000	03/25/2007 03/25/2014	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TOMLINSON LAWRENCE
P.O. BOX 54980
SANTA CLARA, CA 95056-0980

X

Signatures

/s/ Bret DiMarco, General Counsel & Power of
Attorney

12/23/2009

__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) Sold Pursuant to a Rule 10b5-1 sales plan adopted on August 25, 2009.

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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