

TREDGER GORDON
Form 4
February 05, 2013

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 *
TREDGER GORDON

2. Issuer Name and Ticker or Trading Symbol
ADVANCED ENERGY INDUSTRIES INC [AEIS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1625 SHARP POINT DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President SEBU

FORT COLLINS, CO 80525

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | | |
| Common Stock | 02/01/2013 | | A ⁽¹⁾ | | 25,836 | A | \$ 0 |
| Common Stock | 02/01/2013 | | F | | 9,987 <u>(2)</u> | D | \$ 15.64 |
| | | | | | 25,836 | D | 15,849 ⁽³⁾ |

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

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SEC 1474
(9-02)

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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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Employee Stock Option (right to buy) | \$ 11.02 | 02/01/2013 | | A ⁽⁴⁾ | 22,144 | 02/01/2013 | 02/01/2023 | Common Stock | 22,144 |
| Performance Stock Options (right to buy) | \$ 0 | 01/03/2012 | | A | V 0 | <u>(5)</u> | <u>(6)</u> | Common Stock | 101,849 |
| Performance Units | \$ 0 | 01/03/2012 | | A | V 0 | <u>(7)</u> | <u>(6)</u> | Common Stock | 118,762 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| TREDGER GORDON 1625 SHARP POINT DRIVE FORT COLLINS, CO 80525 | | | President | SEBU |

Signatures

/s/ Thomas O. McGimpsey
(Attorney-in-Fact) 02/05/2013

__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) The reported transaction is the vesting of performance units reported on Form 4 filed January 6, 2012.

(2) Payment of tax liability by withholding securities incident tot vesting of performance units.

(3) Represents 25,836 restricted stock units. As of this reporting date, 15,849 are sellable.

(4) The reported transaction is the vesting of performance stock options reported on Form 4 filed January 6, 2012

(5) This entry provides for the updated total outstanding performance stock options previously voluntarily reported on Form 4 filed January 6, 2012, following the vesting of 22,144 performance stock options (as reflected in the first line of the Table II). 28,762 performance stock options in respect of the 2012 performance period did not vest. The performance stock options reported in column 9 related to the 2012 and 2014 performance periods

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- (6) If the performance metrics for the reporting year have not been met as determined by the Compensation Committee, the unvested options and unit for the applicable year will expire immediately. If any of the options vest, they will cancel ten years from the grant date.

This entry provides for the updated total outstanding performance units previously voluntarily reported on Form 4 filed January 6, 2012,

- (7) following the vesting of 25,836 performance units (as reflected in Table 1 above) in respect of the 2012 performance period. 33,556 performance units in respect of the 2012 performance period did not vest. The performance units reported in Column 9 related to the 2013 and 2014 performance periods.

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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