

ADVANCED ENERGY INDUSTRIES INC

Form 4

May 10, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROGERSON GARRY W

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)
05/08/2013

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO

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 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)
Common Stock	05/08/2013		A	(A) or (D) Amount 42,135 (1)	\$ 0	61,879	D
Common Stock	05/09/2013		F(2)	(2) 5,287 (2)	\$ 17.72	56,592 (3)	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
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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance Stock Option (right to buy)	\$ 17.8	05/08/2013		A	V 43,103	(4) (5)	Common Stock 43,103
Performance Units	(6)	05/08/2013		A	V 50,287	(7) (5)	Common Stock 50,287

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ROGERSON GARRY W 1625 SHARP POINT DRIVE FORT COLLINS, CO 80525	X CEO

Signatures

/s/ Thomas O.
McGimpsey

05/10/2013

__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 employee restricted stock units granted on 05/08/2013 will vest in three equal installments on 5/9/2013, 9/30/013 and 12/31/2013.
- (2) Payment of tax liability by withholding securities incident to vesting of restricted stock units.
- (3) Represents 56,592 shares of restricted stock units. As of the reporting date, the restricted stock units have vested as to 13,502 shares.

These grants of performance options relate to the 2013 performance period and represent the maximum amount that may vest for the year

- (4) assuming the Company achieves the annual stretch goal for return on net assets ("RONA"). The performance options may vest as to fewer than the maximum amount, provided that the Company achieves positive operating income.

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

- (6) Each performance unit represents a right to receive one share of common stock or the cash equivalent.

- (7)

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These awards of performance units relate to the 2013 performance periods and represent the maximum amount that may vest for the year assuming the Company achieves the annual stretch goal for RONA. The performance units may vest as to fewer than the maximum amount provided that the Company achieves positive operating income.

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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