

ADVANCED ENERGY INDUSTRIES INC

Form 4

February 12, 2014

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

OMB
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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)
02/10/2014

☐ 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 (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)
Common Stock	02/10/2014		A	(A) or (D) 26,071 (1)	\$ 0 61,943 (2)	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
displays a currently valid OMB control
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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)**

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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
Performance Stock Options (right to buy)	\$ 26.85	02/10/2014		A V	32,012	(3) (4)	Common Stock	32,012
Performance Units	(6)	02/10/2014		A V	37,348	(7) (4)	Common Stock	37,348

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

02/12/2014

__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 02/10/2014 will vest in three equal installments on 05/15/2014, 8/15/2014 and 11/17/2014.
- (2) Represents 61,943 shares of restricted stock units. As of the reporting date, 57,135 restricted stock units have vested and 28,372 restricted stock units are available to sell.
- (3) These grants of performance options relate to the 2014 performance period and represent the maximum amount that may vest for the year 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.
- (4) 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.
- (5) As of this filing date, Mr Rogerson holds 250,243 vested stock options.
- (6) Each performance unit represents a right to receive one share of common stock or the cash equivalent.
- (7) These awards of performance units relate to the 2014 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

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amount provided that the Company achieves positive operating income excluding restructuring expense.

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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