

ADVANCED ENERGY INDUSTRIES INC
 Form 4
 May 10, 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 *
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 (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 or (D) Price		
Common Stock	05/08/2013		A		42,135 (1) \$ 0	D	
Common Stock	05/09/2013		F(2)		5,287 (2) \$ 17.72	D	
					61,879 (3)		

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
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. 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.