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ADVANCED ENERGY INDUSTRIES INC

Form 4 May 28, 2009

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

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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(b).

(Last)

PO BOX 481

1. Name and Address of Reporting Person * SCHATZ DOUGLAS S & SCHATZ JILL E FAMILY TRUST

(First)

2. Issuer Name and Ticker or Trading Symbol

ADVANCED ENERGY **INDUSTRIES INC [AEIS]**

(Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 05/26/2009

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner Other (specify Officer (give title

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

FORT COLLINS, CO 80522

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 5. Amount of 1.Title of 3. 4. Securities 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Beneficially (D) or Indirect Beneficial Disposed of (D) (Instr. 8) (Month/Day/Year) (Instr. 3, 4 and 5) Owned Ownership (I) (Instr. 4) Following (Instr. 4)

> Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative (Month/Day/Year) Derivative **Expiration Date Underlying Securities** Conversion Execution Date, if Transaction Code Securities (Month/Day/Year) (Instr. 3 and 4) Security or Exercise any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Put Option (right to sell) under	<u>(1) (2) (3)</u>	05/26/2009		J(1)(2)(3)		150,000		(1)(2)(3)	(1)(2)(3)	Common Stock	150,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SCHATZ DOUGLAS S & SCHATZ JILL E FAMILY TRUST

PO BOX 481

FORT COLLINS, CO 80522

Signatures

Forward Contract

/S/ Thomas O. McGimpsey (Power of Attorney) 05/28/2009

**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).

On May 8, 2009, the Douglas S. Schatz and Jill E. Schatz Family Trust entered into a series of variable prepaid forward contracts with a securities broker. The Family Trust's order in respect of one of such contracts, relating to 150,000 shares of AEIS common stock, became binding on the Family Trust as of May 26, 2009. When such order has been fulfilled, the broker will deliver to the Family Trust a cash

- (1) payment equal to approximately 84% of the market value of the shares. Upon settlement of the contract, the date of which will be 18 months plus two weeks following the date the order has been fulfilled, the Family Trust may deliver to the broker between 120,000 and 150,000 shares of AEIS common stock, depending on the market price of the AEIS common stock on the two trading days prior to the settlement date.
 - In the alternative, at the Family Trust's option, the Family Trust may deliver cash in an amount equal to the fair market value of the shares that the Family Trust would otherwise deliver upon settlement. Accordingly, the Family Trust may retain some or all of the shares subject
- (2) to the contract. The Family Trust has pledged to the securities broker 150,000 shares of the common stock held directly by the Family Trust, to secure the Family Trust's performance of the contract upon settlement; however, unless and until common stock is delivered to the securities broker upon settlement of the contract, the Family Trust will retain all voting and dividend rights in respect of such shares.

In connection with the Family Trust's pledge of 150,000 shares to the securities broker, Silicon Valley Bank released such shares from the pledge agreement under which the Family Trust previously had pledged such shares to Silicon Valley Bank as collateral for a line of credit entered into by the Family Trust, Douglas Schatz and Jill Schatz. All other shares of AEI common stock held directly by the Family

(3) credit entered into by the Family Trust, Douglas Schatz and Jill Schatz. All other shares of AEI common stock held directly by the Famil Trust and pledged to Silicon Valley Bank as of May 26, 2009 remain pledged as collateral for the Silicon Valley Bank line of credit. There are no remaining variable prepaid forward contract entered into by the Family Trust. The Family Trust has paid an affiliate of the securities broker a fee in connection with the variable prepaid forward contract.

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The shares subject to the variable prepaid forward contract are owned directly by the Douglas S. Schatz & Jill E. Schatz Family Trust, a ten percent owner of the issuer, and indirectly by Douglas S. Schatz and Jill E. Schatz, co-trustees of the trust. Douglas S. Schatz is Chairman of the Board of the issuer.

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.