

MCGIMPSEY THOMAS O
 Form 4
 January 06, 2012

FORM 4

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

OMB APPROVAL

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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 *
 MCGIMPSEY THOMAS O

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)
 01/03/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP Gen Counsel & Corp Sec

FORT COLLINS, CO 80525
 (City) (State) (Zip)

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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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

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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 or Number of Shares
Performance Stock Option (right to buy)	\$ 11.02	01/03/2012	A	V			50,906		(1)	(2)	Common Stock	50,906
Performance Stock Option (right to buy)	\$ 11.02	01/03/2012	A	V			50,906		(1)	(2)	Common Stock	50,906
Performance Stock Option (right to buy)	\$ 11.02	01/03/2012	A	V			50,906		(1)	(2)	Common Stock	50,906
Performance Units	(3)	01/03/2012	A	V			59,392		(4)	(2)	Common Stock	59,392
Performance Units	(3)	01/03/2012	A	V			59,392		(4)	(2)	Common Stock	59,392
Performance Units	(3)	01/03/2012	A	V			59,392		(4)	(2)	Common Stock	59,392

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGIMPSEY THOMAS O 1625 SHARP POINT DRIVE FORT COLLINS, CO 80525			EVP Gen Counsel & Corp Sec	

Signatures

/s/ Thomas O. McGimpsey
(Attorney-in-Fact) 01/06/2012

__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) These grants of performance options relate to the 2012, 2013 and 2014 performance periods and represent the maximum amount that may vest for each year, respectively, assuming the Company achieves the respective year's annual stretch goal for return on net assets ("RONA"). The performance options may vest fewer than the maximum amount, provided that the Company achieves positive operating income.
- (2) 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.

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

These awards of performance units relate to the 2012, 2013 and 2014 performance periods, respectively, and represent the maximum

- (4) amount that may vest for each year assuming the Company achieves the respective year's annual stretch goal for RONA. The performance units may vest 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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