

SCHATZ DOUGLAS S
Form 4
December 31, 2008

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 *
SCHATZ DOUGLAS S & SCHATZ
JILL E FAMILY TRUST

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)
P.O. BOX 481

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2008

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

(Street)
FORT COLLINS, CO 80522

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/30/2008 | | S | | 700 D \$ 9.9 | 8,970,907 ⁽¹⁾ ₍₂₎ | D |
| Common Stock | 12/30/2008 | | S | | 200 D \$ 9.91 | 8,970,707 ⁽¹⁾ ₍₂₎ | D |
| Common Stock | 12/30/2008 | | S | | 200 D \$ 9.92 | 8,970,507 ⁽¹⁾ ₍₂₎ | D |
| Common Stock | 12/30/2008 | | S | | 868 D \$ 9.93 | 8,969,639 ⁽¹⁾ ₍₂₎ | D |
| Common Stock | 12/30/2008 | | S | | 1,100 D \$ 9.94 | 8,968,539 ⁽¹⁾ ₍₂₎ | D |

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| | | | | | | |
|--------------|------------|---|-------|---|--|---|
| Common Stock | 12/30/2008 | S | 3,487 | D | \$ 8,965,052 ⁽¹⁾ 9.95 ₍₂₎ | D |
| Common Stock | 12/30/2008 | S | 1,632 | D | \$ 8,963,420 ⁽¹⁾ 9.96 ₍₂₎ | D |
| Common Stock | 12/30/2008 | S | 613 | D | \$ 8,962,807 ⁽¹⁾ 9.97 ₍₂₎ | D |
| Common Stock | 12/30/2008 | S | 400 | D | \$ 8,962,407 ⁽¹⁾ 9.98 ₍₂₎ | D |
| Common Stock | 12/30/2008 | S | 5,000 | D | \$ 8,957,407 ⁽¹⁾ 9.99 ₍₂₎ | D |
| Common Stock | | | | | 26,350 ₍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 displays a currently valid OMB control number.

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHATZ DOUGLAS S & SCHATZ JILL E FAMILY TRUST P.O. BOX 481 FORT COLLINS, CO 80522 | | X | | |
| SCHATZ DOUGLAS S P.O. BOX 481 | X | X | | |

FORT COLLINS, CO 80522

Schatz Jill E
P.O. BOX 481

X

FORT COLLINS, CO 80522

Signatures

/s/ Douglas S. Schatz- Co-Trustee of the Douglas S. Schatz and Jill E. Schatz Family Trust 12/31/2008

__Signature of Reporting Person Date

/s/ Douglas S. Schatz 12/31/2008

__Signature of Reporting Person Date

/s/ Jill E. Schatz 12/31/2008

__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 sales reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the reporting persons on November 26, 2008.
- (2) These shares are owned directly by 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.
- (3) Represents shares of restricted stock units held directly by Douglas S. Schatz, who is a director 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.

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