

II-VI INC  
Form 4  
August 07, 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 \*  
JOHNSON CARL J

(Last) (First) (Middle)  
18 WINDSOR RIDGE  
(Street)  
FRISCO, TX 75034  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
II-VI INC [IIVI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/05/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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)
			Code	V	Amount		
Common Stock	08/05/2013		S <sup>(1)</sup>		5,000	D	
					\$ 18.4119 <sup>(2)</sup>		
Common Stock	08/05/2013		S		34,491	D	
					\$ 18.3444 <sup>(3)</sup>		
Common Stock	08/06/2013		S		22,800	D	
					\$ 18.1785 <sup>(4)</sup>		
Common Stock							By Spouse <sup>(5)</sup>
					1,454,128	I	

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)

Table with 10 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities Acquired (A) or Disposed of (D), 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities Beneficially Owned.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Includes entry for JOHNSON CARL J at 18 WINDSOR RIDGE, FRISCO, TX 75034.

Signatures

/s/ Michelle L. Freehling, Attorney-in-Fact, 08/07/2013

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 sale reported in this Form 4 was effected pursuant to a rule 10b5-1 trading plan adopted by the reporting person on May 16, 2013.
(2) provide full information regarding the number of shares sold at each separate price upon request by the SEC staff, the Company or a security holder of the Company.
(3) provide full information regarding the number of shares sold at each separate price upon request by the SEC staff, the Company or a security holder of the Company.
(4)

## Edgar Filing: II-VI INC - Form 4

Represents the weighted average of multiple sales transactions ranging in price from \$18.07 to \$18.31. The reporting person agrees to provide full information regarding the number of shares sold at each separate price upon request by the SEC staff, the Company or a security holder of the Company.

(5) The reporting person disclaims beneficial ownership of share owned by his spouse.

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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