II-VI INC Form 4 June 04, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * SOGNEFEST PETER W

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

II-VI INC [IIVI]

(Check all applicable)

8308 CHAPPELLE COURT

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

_X__ Director 10% Owner Other (specify Officer (give title

05/31/2013

(Middle)

below)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

LAS VEGAS, NV 89131

(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. Transactic Code (Instr. 8)	(A) or			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)
Common Stock	05/31/2013		M	2,700	A	\$ 10.04	23,202	D	
Common Stock	05/31/2013		S	2,700	D	\$ 16.7056 (1)	20,502	D	
Common Stock	06/03/2013		M	2,300	A	\$ 10.04	22,802	D	
Common Stock	06/03/2013		S	2,300	D	\$ 16.76	20,502	D	
Common Stock							320	I	By Son (2)

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.

SEC 1474 (9-02)

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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. Transactic Code (Instr. 8)	5. Number stionof Derivative Securities 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exerc Expiration D (Month/Day/	ate	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
Option (Right to buy)	\$ 10.04	05/31/2013		M	2,70	00	(3)	02/07/2019	Common Stock	2,700
Option (Right to buy)	\$ 10.04	06/03/2013		M	2,30	00	<u>(3)</u>	02/07/2019	Common Stock	2,300

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer Other				
SOGNEFEST PETER W 8308 CHAPPELLE COURT LAS VEGAS, NV 89131	X						

Signatures

/s/ Michelle L. Freehling,
Attorney-in-Fact

**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).

Represents the weighted average of multiple sales transactions ranging in price from \$16.70 to \$16.76. 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.

Reporting Owners 2

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- (2) The reporting person disclaims beneficial ownership of shares owned by his son, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) The option vests in 5 equal annual installments beginning on February 7, 2010.

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.