II-VI INC Form 4 March 13, 2014

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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).

Common

Common

Stock

03/12/2014

(Print or Type Responses)

1. Name and Address of Reporting Person * JOHNSON CARL J			suer Name ar ol	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			INC [IIVI	-	(Check	k all applicable)	
(Last)	(First)	(Middle) 3. Da	e of Earliest	Fransaction				
		(Mon	th/Day/Year)		_X_ Director		Owner	
18 WINDSOR RIDGE			2/2014		Officer (give to below)	below)	er (specify	
(Street)			mendment, I	Date Original	6. Individual or Joint/Group Filing(Check			
			Month/Day/Ye	ar)	Applicable Line)			
			•		_X_ Form filed by O	ne Reporting Pe	rson	
FRISCO, T	TX 75034				Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	able I - Non-	Derivative Securities Acqu	uired, Disposed of,	or Beneficial	ly Owned	
1.Title of	2. Transaction Date	e 2A. Deemed	3.	4. Securities Acquired (A)) 5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date,	f Transacti	omr Disposed of (D)	Securities	Ownership	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial	
		(Month/Day/Yea	r) (Instr. 8)		Owned	Direct (D)	Ownership	
					Following	or Indirect	(Instr. 4)	
				(A)	Reported	(I)		
				or	Transaction(s)	(Instr. 4)		
			Code V		(Instr. 3 and 4)			
				\$				

Stock 788,027 D

 $S^{(1)}$

Common Stock 1,454,128 I By Spouse $\underline{^{(4)}}$

7,000

D

16.2749

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

2,164,351

I

By LP (3)

Edgar Filing: II-VI INC - Form 4

number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title and	d 8.	Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amount of	f De	erivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	g Se	curity	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Ir	nstr. 5)	Bene
	Derivative				Securities			(Instr. 3 an	nd 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								A	4		
									ount		
						Date	Expiration	or T'(1 N			
						Exercisable	Date		nber		
				G 1 17	(A) (D)			of			
				Code V	(A) (D)			Shai	res		

Reporting Owners

Reporting Owner Name / Address	Relationships					
r g	Director	10% Owner	Officer	Other		
JOHNSON CARL J						
18 WINDSOR RIDGE	X					
FRISCO, TX 75034						

Signatures

/s/ Michelle L.

Freehling, Attorney-in-Fact 03/13/2014

**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).
- The sale reported in this Form 44 was effected purusant to a rule 10b5-1 trading plan adopted by CJ&M Holdings, L.P. ("L.P.") on (1) February 11, 2014, a family limited partnership of which the reporting person maintains control through his role as majority general partner.
- Represents the weighted average of multiple sales transactions ranging in price from \$16.25 to \$16.33. 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.
- (3) The reporting person disclaims beneficial ownership of shares owned by the L.P. except to the extent of his pecuniary interest therein.
- (4) The reporting person disclaims beneficial ownership of shares 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. 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.

Reporting Owners 2