II-VI INC Form 4 August 19, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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obligations

may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Add	*	_	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			II-VI INC [IIVI]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
601 APPLEHILL COURT			(Month/Day/Year) 08/16/2014	X Director 10% Owner X Officer (give title Other (specify below) COO		
(Street)			4. If Amendment, Date Original 6. Individual or Joint/Group I			
GIBSONIA, I	PA 15044		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned		

. •		Table	: 1 - Noll-De	erivative S	ecurri	ies Acq	lan ea' Disposea o	n, or belieficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Aco	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Dis	sposed	of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			C = V	A	or	ъ.	(Instr. 3 and 4)		
~			Code V	Amount	(D)	Price			
Common	08/16/2014		A	14,352	Δ	\$ 0	149,107	D	
Stock	00/10/2014		1 1	(1)	11	ΨΟ	147,107	D	

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

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

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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 of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	rative Expiration Date (Month/Day/Year) iried (A) sposed of 3, 4,		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)	\$ 13.99	08/16/2014		A	42,890	(2)	08/16/2024	Common Stock	42,890

Reporting Owners

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
MATTERA VINCENT D JR 601 APPLEHILL COURT	X		COO				
GIBSONIA, PA 15044							

Signatures

/s/ Michelle L. Freehling,
Attorney-in-Fact
08/19/2014

**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).
- (1) Represents shares issued upon payout of the Performance Share Awards granted on July 1, 2012 under the 2009 Omnibus Incentive Plan.
- (2) The option vests in 5 equal annual installments beginning on August 16, 2015.

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