Edgar Filing: II-VI INC - Form 4

| Form 4 | | | | | | | | | | | |
|---|---|--|----------------|--|--------------------------|-----------|--|--|--|---|--|
| FORN | | | | | | | | | OMB APPROVAL OMB 3235-0287 Number: | | |
| Check th if no lon, subject to Section 1 Form 4 of Form 5 obligation may con See Instr 1(b). | ger o 16. or Filed pu ^{nns} Section 17 | box 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 nue. 20(h) of the Investment Company Act of 1940 | | | | | | | Expires: Estimated a burden hour response | Expires: January 31, 2005 Estimated average burden hours per | |
| (Print or Type | Responses) | | | | | | | | | | |
| DICICCO WENDY F Symbol | | | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| | (First) NCORPORATE JRG BLVD. | (Middle) D, 375 | | of Earliest T Day/Year) 2016 | ransaction | | | _X_ Director Officer (give ti below) | |) Owner r (specify | |
| (Street) 4. If Ame Filed(Mo | | | onth/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | |
| | VRG, PA 16056 | | | | | | | Person | | porting | |
| (City) | (State) | (Zip) | Tab | le I - Non-l | Derivative | Secu | rities Acqu | ired, Disposed of, | or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Data (Month/Day/Year) | | Date, if | 3. Transactic Code (Instr. 8) Code V | omr Dispos (Instr. 3, | (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 | 12/23/2016 | | | S <u>(1)</u> | 4,400 | D | (2) 29.3568 | 30,546 | 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.

 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) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | | ate | Secur | int of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr |
|---|---|---|---|--|--|---------------------|--------------------|-------|--|---|--|
| | | | | Code V | 4, and 5) (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|------------|---------|-------|--|--|--|
| 1 | Director | 10% Owner | Officer | Other | | | |
| DICICCO WENDY F C/O II-VI INCORPORATED 375 SAXONBURG BLVD. SAXONBURG, PA 16056 | Х | | | | | | |
| Signatures | | | | | | | |
| /s/ Jeffrey W. Acre, Attorney-in-fact | | 12/27/2016 | | | | | |
| ** 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 sale reported in this Form 4 was effected pursuant to a rule 10b5-1 trading plan adopted by the reporting person on September 26, 2016.
- Represents the weighted average of multiple sales transactions ranging in price from \$29.20 to \$29.45. The reporting person agrees to
- (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.

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.