

II-VI INC
Form 4
February 11, 2011

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 *
SOGNEFEST PETER W

(Last) (First) (Middle)

8308 CHAPPELLE COURT

(Street)

LAS VEGAS, NV 89131

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2011

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 02/09/2011 | | M | A | \$ 30.83 15,271 | D | |
| Common Stock | 02/09/2011 | | S | D | \$ 49.5218 9,271 (1) | D | |
| Common Stock | 02/10/2011 | | M | A | \$ 17.84 11,751 | D | |
| Common Stock | 02/10/2011 | | S | D | \$ 49.6872 9,271 (2) | D | |
| Common | | | | | 1,160 | I | By Son (3) |

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- Represents the weighted average of multiple sales transactions ranging in price from \$49.50 to \$49.62. The reporting person agrees to
- (1) 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.
- Represents the weighted average of multiple sales transactions ranging in price from \$49.55 to \$49.92. 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.
- (3) 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.
 - (4) The option vests in five equal annual installments beginning on February 9, 2009.
 - (5) The option vests in five equal annual installments beginning on February 10, 2007.

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.