

II-VI INC
Form 4
June 18, 2014

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KRAMER FRANCIS J

(Last) (First) (Middle)

10491 ALLANTE COURT

(Street)

GIBSONIA, PA 15044

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

II-VI INC [IIVI]

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

06/16/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

President & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	06/16/2014		M	3,000	A \$ 8.44	386,862	D
Common Stock	06/16/2014		S	3,000	D \$ (1) 14.2066	383,862	D
Common Stock	06/17/2014		M	7,500	A \$ 8.44	391,362	D
Common Stock	06/17/2014		S	7,500	D \$ (2) 14.3299	383,862	D
	06/17/2014		M	2,500	A \$ 8.44	386,362	D

Common
StockCommon
Stock

285,401 I

By
Spousal
Limited
Access
Trust ⁽³⁾

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)**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option (right to buy)	\$ 8.44	06/16/2014		M	3,000	⁽⁴⁾ 08/13/2014	Common Stock	3,000
Option (right to buy)	\$ 8.44	06/17/2014		M	10,000	⁽⁴⁾ 08/13/2014	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KRAMER FRANCIS J 10491 ALLANTE COURT GIBSONIA, PA 15044	President & CEO

Signatures

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

06/18/2014

 **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).

Represents the weighted average of multiple sales transactions ranging in price from \$14.20 to \$14.23. 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 \$14.30 to \$14.40. 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 spouse.

- (4) The option vested in five equal annual installments beginning on August 13, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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