

II-VI INC
Form 4
March 26, 2014

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 *
JOHNSON CARL J

(Last) (First) (Middle)
18 WINDSOR RIDGE
(Street)
FRISCO, TX 75034
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/20/2014

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/20/2014 | | G ⁽¹⁾ | | 267,450 | D | \$ 0 |
| Common Stock | 03/20/2014 | | G ⁽¹⁾ | | 267,450 | A | \$ 0 |
| Common Stock | 03/20/2014 | | G ⁽¹⁾ | | 2,942 | D | \$ 0 |
| Common Stock | 03/25/2014 | | S ⁽³⁾ | | 5,000 | D | \$ 15.3785 |
| Common Stock | | | | | | | \$ 15.3785 |
| Common Stock | | | | | | | 1,454,128 |

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

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(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|

Reporting Owners

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

Signatures

/s/ Michelle L. Freehling,
Attorney-in-Fact
Date: 03/26/2014

__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 reporting person gifted these shares to CJ&M Holdings, L.P. (the "L.P.") a family limited partnership of which the reporting person maintains control through his position as the sole limited partner (95%) and majority general partner (3.9%). Two other family members
- (1) are minority general partners (1.1% on an aggregate basis). As a result of the ownership structure of the L.P., the two family members are deemed to have an ownership interest in 2,942 shares held by the L.P. However, as permitted by instruction 4(b)iv to Form 4, all of the shares held by the L.P. are reported herein as being indirectly held by the reporting person.
 - (2) The reporting person disclaims beneficial ownership of shares owned by the L.P. except to the extent of his pecuniary interest therein.
 - (3) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 16, 2013.
 - (4)

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Represents the weighted average of multiple sales transactions ranging in price from \$15.25 to \$15.49. 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.

(5) 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.

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