

II-VI INC
Form 4
August 08, 2013

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 *
CREATURO CRAIG A

(Last) (First) (Middle)

127 MOUNTAIN LAUREL DRIVE

(Street)

BUTLER, PA 16002

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/06/2013

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)
CFO & Treasurer

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)
			Code	V	Amount	(D)	Price
Common Stock	08/06/2013		M		3,000	A	\$ 8.795 122,028
Common Stock	08/06/2013		S		3,000	D	\$ 18.1602 119,028 (1)
Common Stock	08/07/2013		M		9,000	A	\$ 8.795 128,028
Common Stock	08/07/2013		S		9,000	D	\$ 18.3381 119,028 (2)
	08/08/2013		M		12,000	A	\$ 10.365 131,028

Common
Stock

Common Stock	08/08/2013	S	12,000	D	\$ 18.6111	119,028	D
					<u>(3)</u>		

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. Amount or Number of Shares
Option (Right to buy)	\$ 8.795	08/06/2013		M	3,000	<u>(4)</u> 09/19/2015	Common Stock	3,000
Option (Right to buy)	\$ 8.795	08/07/2013		M	9,000	<u>(4)</u> 09/19/2015	Common Stock	9,000
Option (Right to buy)	\$ 10.365	08/08/2013		M	12,000	<u>(5)</u> 08/12/2016	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CREATURO CRAIG A 127 MOUNTAIN LAUREL DRIVE BUTLER, PA 16002			CFO & Treasurer	

Signatures

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

08/08/2013

__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 the weighted average of multiple sales transactions ranging in price from \$18.12 to \$18.21. 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.
 - (2) Represents the weighted average of multiples sales transactions ranging in price from \$18.09 to \$18.53. 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.
 - (3) Represents the weighted average of multiple sales transactions ranging in price from \$18.49 to \$18.75. 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.
 - (4) The option vested in 5 equal annual installments beginning on September 19, 2006.
 - (5) The option vested in 5 equal annual installments beginning on August 12, 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.