II-VI INC Form 4 May 02, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(City)

Common

Common

Stock

Stock

(State)

04/28/2011

04/28/2011

(Zip)

(Print or Type Responses)

2. Issuer Name <b>and</b> Ticker or Trading Symbol II-VI INC [IIVI]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
3. Date of Earliest Transaction			
(Month/Day/Year) 04/28/2011	_X_ Director 10% Owner Officer (give title below) Other (specify below)		
4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
	Symbol II-VI INC [IIVI] 3. Date of Earliest Transaction (Month/Day/Year) 04/28/2011 4. If Amendment, Date Original		

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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)		sed of 4 and (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					(D)				
Stock	04/28/2011		M	6,500	A	\$ 7.085	10,475	D	
Common Stock	04/28/2011		S	6,500	D	\$ 58.248 (1)	3,975	D	

4,500

4,500

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

\$ 7.085

(2)

58.8918 3,975

8,475

D

D

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

M

S

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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	2.	3. Transaction Date	3A. Deemed	4.	4. 5. Number of		6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	TransactionDerivative		Expiration Date		Underlying Securities 1	
Security	or Exercise		any	Code	Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	) Acquired (A)					
	Derivative				or Disposed of					
	Security				(D)					
	,				(Instr. 3, 4,					
					and 5)					
						- )				
										Amount
							Date	Expiration	Title	or
							Exercisable	Date	Title	Number
				Code V	(A)	(D)				of Shares
o .:										
Option									Common	
(Right to	\$ 7.085	04/28/2011		M		11,000	(3)	11/01/2012		11,000
buy)									Stock	

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PELAEZ MARC Y E
112 WORPLESDON X
WILLIAMSBURG, VA 23188

# **Signatures**

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

05/02/2011

\*\*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 \$57.78 to \$58.70. 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.
- Represents the weighted average of multiple sales transactions ranging in price from \$58.80 to \$58.97. 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) The option vested in five equal annual installments beginning on November 1, 2003.

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.

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