Xia Howard H. Form 4 August 21, 2012

## FORM 4

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

Check this box if no longer subject to Section 16.

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

30(h) of the Investment Company Act of 1940

**OMB** 

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005 Estimated average

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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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Xia Howard H.

(First)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

below)

II-VI INC [IIVI] (Middle)

(Zip)

3. Date of Earliest Transaction

X\_ Director 10% Owner Officer (give title Other (specify

BEIJING RIVIERA 384B, NO. 1. XIANG JIANG NORTH RD.. **CHAOYANG DISTRICT** 

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

(Month/Day/Year)

08/18/2012

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

BEIJING, F4 100103

(City)

					1	, , , , , , , , , , , , , , , , , , , ,	•
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				( )	Reported		
				(A)	Transaction(s)		
			C 1 W	or	(Instr. 3 and 4)		
			Code V	Amount (D) Price			

Common 4,310 08/18/2012 \$0 D A 12,960 Stock (1)

Common Xia Family 4,000 I Trust (2) Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

I	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 I S (
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
(	Option (Right to	\$ 18.93	08/18/2012		A	8,620	(3)	08/18/2022	Common Stock	8,620	

De Sec (In

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Xia Howard H. BEIJING RIVIERA 384B, NO. 1 XIANG JIANG NORTH RD., CHAOYANG DISTRICT BEIJING, F4 100103	X					

## **Signatures**

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

08/21/2012

\*\*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) Restricted stock award granted to reporting person under the Issuer's 2009 Omnibus Incentive Plan. The award will vest in full three years from the grant date on August 18, 2015.
- (2) The reporting person disclaims beneficial ownership of shares held by the Xia Family Trust except to the extent of his pecuniary interest therein.
- (3) The option vests in 5 equal annual installments beginning on August 18, 2013.

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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