

JOHNSON CARL J
Form 4
March 21, 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 *
JOHNSON CARL J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
18 WINDSOR RIDGE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/19/2013

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

FRISCO, TX 75034
(City) (State) (Zip)

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

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 | (A) or (D) | Price |
| Common Stock | 03/19/2013 | | M | | 18,100 | A | \$ 8.44 |
| Common Stock | 03/19/2013 | | S | | 18,100 | D | \$ 17.377 ⁽¹⁾ |
| Common Stock | 03/20/2013 | | M | | 9,900 | A | \$ 8.44 |
| Common Stock | 03/20/2013 | | S | | 9,900 | D | \$ 17.2621 ⁽²⁾ |
| Common Stock | 03/20/2013 | | M | | 8,200 | A | \$ 9.545 |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------------------|-----------|---|---------------|
| Common Stock | 03/20/2013 | S | 8,200 | D | \$ 17.2621 (2) | 3,677,533 | D | |
| Common Stock | | | | | | 1,454,128 | I | By Spouse (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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to buy) | \$ 8.44 | 03/19/2012 | | M | 18,100 | (4) | 05/31/2013 | Common Stock | 18,100 |
| Option (Right to buy) | \$ 8.44 | 03/20/2013 | | M | 9,900 | (4) | 05/31/2013 | Common Stock | 9,900 |
| Option (Right to buy) | \$ 9.545 | 03/20/2013 | | M | 8,200 | (5) | 05/31/2013 | Common Stock | 8,200 |

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

03/21/2013

__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).

Represents the weighted average of multiple sales transactions ranging in price from \$17.34 to \$17.44. 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 \$17.09 to \$17.42. 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 8/13/2005.

(5) The option vested in five equal annual installments beginning on 2/24/2006.

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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