II-VI INC Form 4 January 28, 2008

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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).

Stock

(Print or Type Responses)

1. Name and Addi JOHNSON CA		ng Person *	2. Issuer Name and Ticker or Trading Symbol II-VI INC [IIVI]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(Check all applicable)		
503 APPLEHILL COURT		,	(Month/Day/Year) 01/25/2008	X DirectorX 10% OwnerX Officer (give title Other (specify below) Chairman		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
GIBSONIA, P	A 15044		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of	
(Month/Day/Year)	Execution Date, if	Transactio	on(A) or D	ispose	d of (D)	Securities	Form: Direct	Indirect	
	any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial	
	(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
				(A)		Reported			
						Transaction(s)			
		Code V	Amount		Drice	(Instr. 3 and 4)			
		Couc v	Amount	(D)					
01/25/2008		$S^{(1)}$	1,562	D		3,001,942	D		
		_			31.12	, ,			
						$709,148 \frac{(2)}{}$	I	By Spouse	
	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)	2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V	2. Transaction Date 2A. Deemed 3. 4. Securi (Month/Day/Year) Execution Date, if any Code (Instr. 3, (Month/Day/Year) (Instr. 8) Code V Amount	2. Transaction Date 2A. Deemed 3. 4. Securities A (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) (A) or Code V Amount (D)	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (Month/Day/Year) Execution Date, if any (Month/Day/Year) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Instr. 8) Code (Instr. 3, 4 and 5) Execution Beneficially (Month/Day/Year) (Instr. 8) Code (Instr. 3, 4 and 5) Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price (Instr. 3 and 4) Signature Securities Acquired (5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	2. Transaction Date (Month/Day/Year) (Instr. 3 and 4) (Instr. 4) (Instr. 3 and 4) (Instr. 4) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 4) (I	

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

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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		4. T	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					.,						
									Amount		
						Date	Evaluation		or		
							Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
JOHNSON CARL J 503 APPLEHILL COURT GIBSONIA, PA 15044	X	X	Chairman				

Signatures

/s/ Michelle L. Freehling, 01/28/2008 Attorney-in-Fact

> **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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 21, **(1)** 2007.
- (2) 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. 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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