JOHNSON CARL J

Form 4

February 22, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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

obligations

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 may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Addr 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)	(First) (Middle)		3. Date of Earliest Transaction	(Check all applicable)		
503 APPLEHILL COURT		,	(Month/Day/Year) 02/18/2010	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, PA 15044			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

	•					P	erson		
(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficial	ly 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. Securionor Dispo (Instr. 3,	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 Stock	02/18/2010		S	3,000	D	\$ 28.0101 <u>(1)</u>	2,534,584	D	
Common Stock	02/19/2010		S	3,000	D	\$ 28.1163 (2)	2,531,584	D	
Common Stock							727,064	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 SEC 1474 information contained in this form are not (9-02)

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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	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	Title	Or		
						Exercisable	Date	ritte	Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

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

Signatures

/s/ Michelle L. Freehling,
Attorney-in-Fact
02/22/2010

**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 \$27.94 to \$28.12. The reporting person agrees to provide full information regarding the number of shares sold at each separate price upon request by the SEC Commission staff, the Company or a security holder of the Company.
- Represents the weighted average of multiple sales transactions ranging in price from \$27.74 to \$28.37. The reporting person agrees to provide full information regarding the number of shares sold at each separate price upon request by the SEC Commission staff, the Company or a security holder of the Company.
- (3) 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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