

II-VI INC  
Form 4  
June 18, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**KRAMER FRANCIS J**

(Last) (First) (Middle)  
10491 ALLANTE COURT  
(Street)

GIBSONIA, PA 15044

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
06/16/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
President & CEO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	06/16/2014		M		3,000 A \$ 8.44	D	
Common Stock	06/16/2014		S		3,000 D \$ 14.2066 (1)	D	
Common Stock	06/17/2014		M		7,500 A \$ 8.44	D	
Common Stock	06/17/2014		S		7,500 D \$ 14.3299 (2)	D	
	06/17/2014		M		2,500 A \$ 8.44	D	

Common  
Stock

Common  
Stock

285,401 I

By  
Spousal  
Limited  
Access  
Trust <sup>(3)</sup>

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

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(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
Option (right to buy)	\$ 8.44	06/16/2014		M	3,000	<sup>(4)</sup> 08/13/2014	Common Stock	3,000
Option (right to buy)	\$ 8.44	06/17/2014		M	10,000	<sup>(4)</sup> 08/13/2014	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KRAMER FRANCIS J  
10491 ALLANTE COURT  
GIBSONIA, PA 15044

President & CEO

## Signatures

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

06/18/2014

\*\*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 \$14.20 to \$14.23. 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 \$14.30 to \$14.40. 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 August 13, 2004.

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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