

II-VI INC  
Form 4  
June 20, 2014

**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 \*  
**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)  
06/18/2014

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 Indirect Beneficial Ownership (Instr. 4) |              |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |              |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |              |
| Common Stock                    | 06/18/2014                           |  | M                              |   | 6,500   | A  | \$ 8.44 392,862                                       | D            |
| Common Stock                    | 06/18/2014                           |  | S                              |   | 5,000   | D  | \$ 14.2151 387,862                                    | D            |
| Common Stock                    | 06/19/2014                           |  | M                              |   | 3,500   | A  | \$ 8.44 391,362                                       | D            |
| Common Stock                    | 06/19/2014                           |  | S                              |   | 2,500   | D  | \$ 14.25 388,862                                      | D            |
| Common Stock                    |                                      |  |                                |   |   |  | 285,401   | I By Spousal |

Limited  
Access  
Trust <sup>(2)</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  | 06/18/2014                           |  | M                              | 6,500   | <sup>(3)</sup> 08/13/2014                                | Common Stock  | 6,500                         |
| Option (right to buy)                      | \$ 8.44  | 06/19/2014                           |  | M                              | 3,500   | <sup>(3)</sup> 08/13/2014                                | Common Stock  | 3,500                         |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| KRAMER FRANCIS J<br>10491 ALLANTE COURT<br>GIBSONIA, PA 15044 |               |           | President & CEO |       |

## Signatures

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

06/20/2014

    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 \$14.2001 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.

(2) The reporting person disclaims beneficial ownership of shares owned by his spouse.

(3) 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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