

II-VI INC

Form 4

February 15, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MISTLER THOMAS E

(Last) (First) (Middle)

506 WILDFLOWER LANE

(Street)

MEDIA, PA 19063

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

II-VI INC [IIVI]

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

02/14/2013

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | (A)<br>or<br>(D) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/14/2013                              |                                                             | M                                    | 14,343                                                                  | A                | \$ 4.085 27,253                                                                                                    | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/14/2013                              |                                                             | S                                    | 14,343                                                                  | D                | \$ 17.7093 12,910<br>(1)                                                                                           | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/15/2013                              |                                                             | M                                    | 457                                                                     | A                | \$ 4.085 13,367                                                                                                    | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/15/2013                              |                                                             | S                                    | 457                                                                     | D                | \$ 17.6133 12,910<br>(2)                                                                                           | D                                                                       |                                                                   |
| Common                                |                                         |                                                             |                                      |                                                                         |                  | 1,299,772                                                                                                          | I                                                                       | By Ltd                                                            |

|                 |         |   |                     |
|-----------------|---------|---|---------------------|
| Stock           |         |   | Partnerships<br>(3) |
| Common<br>Stock | 361,296 | I | By Trusts (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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8.<br>Amount<br>or<br>Number<br>of<br>Shares |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|----------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                        | Amount<br>or<br>Number<br>of Shares |
| Option<br>(Right to<br>buy)                         | \$ 4.085                                                              | 02/14/2013                              |                                                             | M                                       |                                                                                                              | 14,343                                                         |     | <u>(4)</u>                                                          | 02/17/2013         | Common<br>Stock                              | 14,343                              |
| Option<br>(Right to<br>buy)                         | \$ 4.085                                                              | 02/15/2013                              |                                                             | M                                       |                                                                                                              | 457                                                            |     | <u>(4)</u>                                                          | 02/17/2013         | Common<br>Stock                              | 457                                 |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                            | Director      | 10% Owner | Officer | Other |
| MISTLER THOMAS E<br>506 WILDFLOWER LANE<br>MEDIA, PA 19063 | X             |           |         |       |

## Signatures

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

02/15/2013

\_\_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 \$17.70 to \$17.88. 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 \$17.47 to \$17.6534. 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.

Represents the interests in trusts and limited partnerships held for the benefit of members of the reporting person's immediate family and  
(3) others. The reporting person disclaims beneficial ownership of stock in the trusts and limited partnership except to the extent of his pecuniary interest therein.

(4) The option vested in 5 equal annual installments beginning on 2/17/2004.

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.