

II-VI INC  
Form 4  
August 21, 2008

**FORM 4**

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

OMB APPROVAL

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

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 \*  
SOGNEFEST PETER W

(Last) (First) (Middle)

8308 CHAPPELLE COURT

(Street)

LAS VEGAS, NV 89131

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
08/19/2008

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 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/19/2008		M		6,480	A	\$ 19.095
Common Stock	08/19/2008		S		3,980	D	\$ 45.75
Common Stock	08/19/2008		S		2,500	D	\$ 45.7822
Common Stock	08/19/2008		M		4,960	A	\$ 17.84
Common Stock	08/19/2008		S		2,900	D	\$ 45.7822
Common Stock	08/19/2008		S		100	D	\$ 46.05

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Common Stock									
Common Stock	08/19/2008		S	1,000	D	\$ 46.32	8,256		D
Common Stock	08/19/2008		S	960	D	\$ 46.33	7,296		D
Common Stock	08/19/2008		M	1,340	A	\$ 31.96	8,636		D
Common Stock	08/19/2008		S	623	D	\$ 46.33	8,013		D
Common Stock	08/19/2008		S	117	D	\$ 46.37	7,896		D
Common Stock	08/19/2008		S	100	D	\$ 46.45	7,796		D
Common Stock	08/19/2008		S	197	D	\$ 46.42	7,599		D
Common Stock	08/19/2008		S	303	D	\$ 46.41	7,296		D
Common Stock							1,160	I	By Son <sup>(1)</sup>

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

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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 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. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to buy)	\$ 19.095	08/19/2008		M	6,480	<sup>(2)</sup>	02/24/2015	Common Stock	6,480

Option (Right to buy)	\$ 17.84	08/19/2008	M	4,960	<u>(2)</u>	02/10/2016	Common Stock	4,960
Option (Right to buy)	\$ 31.96	08/19/2008	M	1,340	<u>(2)</u>	02/10/2017	Common Stock	1,340

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOGNEFEST PETER W 8308 CHAPPELLE COURT LAS VEGAS, NV 89131	X			

## Signatures

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

08/21/2008

\_\_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).

(1) The reporting person disclaims beneficial ownership of shares owned by his son, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(2) The options vest in 5 equal annual installments beginning on February 24, 2005, February 10, 2006, and February 10, 2007, respectively.

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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