

JOHNSON CARL J  
Form 4  
May 22, 2013

**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 \*  
JOHNSON CARL J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
18 WINDSOR RIDGE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/20/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)

FRISCO, TX 75034  
(City) (State) (Zip)

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

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                    | 05/20/2013                           |  | S                              |   | 57,394  | D  | \$ 16.5491  | 3,573,891 | D |               |
|                                 |                                      |  |                                |   |   |  | (1)   |           |   |               |
| Common Stock                    | 05/21/2013                           |  | S                              |   | 38,655  | D  | \$ 16.5797  | 3,535,236 | D |               |
|                                 |                                      |  |                                |   |   |  | (2)   |           |   |               |
| Common Stock                    | 05/22/2013                           |  | S                              |   | 28,951  | D  | \$ 16.6142  | 3,506,285 | D |               |
|                                 |                                      |  |                                |   |   |  | (3)   |           |   |               |
| Common Stock                    |                                      |  |                                |   |   |  |   | 1,454,128 | I | By Spouse (4) |

# Edgar Filing: JOHNSON CARL J - Form 4

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)

Table with 10 columns: 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. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6).

## Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Relationships sub-columns: Director, 10% Owner, Officer, Other. Entry for JOHNSON CARL J, 18 WINDSOR RIDGE, FRISCO, TX 75034 with an 'X' in the 10% Owner column.

## Signatures

/s/ Michelle L. Freehling, Attorney-in-Fact, 05/22/2013. \*\*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).
(1) Represents the weighted average of multiple sales transactions ranging in price from \$16.27 to \$16.62. The reporting person agrees to 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) Represents the weighted average of multiple sales transactions ranging in price from \$16.48 to \$16.73. The reporting person agrees to 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) Represents the weighted average of multiple sales transactions ranging in price from \$16.41 to \$16.79. The reporting person agrees to 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.

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(4) 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.

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