

II-VI INC  
Form 4  
December 29, 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 \*  
MISTLER THOMAS E

(Last) (First) (Middle)  
826 WALKER STONE DRIVE  
(Street)  
CARY, NC 27513-8379  
(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/24/2014

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)

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)
Common Stock	12/24/2014		M	4,000 A	\$ 9.545 18,165	D	
Common Stock	12/24/2014		S	4,000 D	\$ 14 14,165	D	
Common Stock	12/26/2014		M	8,600 A	\$ 9.545 22,765	D	
Common Stock	12/26/2014		S	8,600 D	\$ 13.9566 14,165	D	
Common Stock					1,269,772	I	By Limited Partnerships

Common Stock		361,296	I	(2) By Trusts (2)
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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. Amount or Number of Shares
Option (Right to buy)	\$ 9.545	12/24/2014		M	4,000	(3) 02/24/2015	Common Stock	4,000
Option (Right to buy)	\$ 9.545	12/26/2014		M	8,600	(3) 02/24/2015	Common Stock	8,600

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MISTLER THOMAS E 826 WALKER STONE DRIVE CARY, NC 27513-8379	X			

## Signatures

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

12/29/2014

\_\_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 \$13.9397 to \$13.99. 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 interests in trusts and limited partnerships held for the benefit of members of the reporting person's immediate family and  
(2) others. The reporting person disclaims beneficial ownership of stock in the trusts and limited partnerships except to the extent of his pecuniary interest therein.

(3) The option vested in 5 equal annual installments beginning on 2/24/05.

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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