

II-VI INC
Form 4
June 05, 2008

FORM 4

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

OMB APPROVAL

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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 *
MORRISON DUNCAN A J

(Last) (First) (Middle)

24824 DOWNIE LINE, RURAL
ROUTE 4

(Street)

WEST LORNE, A6 N0L 2P0

(City) (State) (Zip)

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

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

06/04/2008

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	06/04/2008		M	A	\$ 8.17	21,240	D
Common Stock	06/04/2008		S	D	\$ 39.92	20,640	D
Common Stock	06/04/2008		S	D	\$ 39.7941	19,640	D
Common Stock	06/04/2008		S	D	\$ 39.6892	19,140	D
Common Stock	06/04/2008		S	D	\$ 39.68	18,640	D

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Common Stock	06/04/2008	S	500	D	\$ 39.65	18,140	D	
Common Stock	06/04/2008	S	500	D	\$ 39.604	17,640	D	
Common Stock	06/04/2008	S	500	D	\$ 39.628	17,140	D	
Common Stock	06/04/2008	S	400	D	\$ 39.7181	16,740	D	
Common Stock	06/04/2008	S	500	D	\$ 39.6042	16,240	D	
Common Stock	06/04/2008	S	500	D	\$ 39.534	15,740	D	
Common Stock	06/04/2008	S	500	D	\$ 39.7135	15,240	D	
Common Stock						3,000	I	By Spouse ⁽¹⁾

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

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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)	\$ 8.17	06/04/2008		M	6,000	⁽²⁾	02/17/2013	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

MORRISON DUNCAN A J
24824 DOWNIE LINE, RURAL ROUTE 4 X
WEST LORNE, A6 N0L 2P0

Signatures

/s/ Michelle L. Freehling, 06/05/2008
Attorney-in-Fact

__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 spouse, 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 option vests in five equal annual installments beginning on February 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.
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