II-VI INC Form 4 March 21, 2007

# FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

Expires: January 31, 2005

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * JOHNSON CARL J |         |          | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>II-VI INC [IIVI] | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)            |  |  |  |
|--|---------|----------|---|---|--|--|--|
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction   | (Check all applicable)  |  |  |  |
|  |         |          | (Month/Day/Year)  | X DirectorX 10% Owner   |  |  |  |
| 503 APPLEHILL COURT                                      |         |          | 03/19/2007  | _X_ Officer (give title Other (spec   |  |  |  |
|  |         |          |   | Chairman and CEO  |  |  |  |
| (Street)   |         |          | 4. If Amendment, Date Original  | 6. Individual or Joint/Group Filing(Check   |  |  |  |
|  |         |          | Filed(Month/Day/Year)   | Applicable Line)  |  |  |  |
| GIBSONIA, PA 15044                                       |         |          |   | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |  |

| (City)                               | (State)                                 | (Zip) Tabl  | e I - Non-I                             | Derivative   | Secui     | rities Acqu  | ired, Disposed of  | , or Beneficiall  | y 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.<br>Transaction<br>Code<br>(Instr. 8) | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) |           | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |           |
|                                      |   |   | Code V                                  | Amount   | or<br>(D) | Price  | (Instr. 3 and 4)   |   |           |
| Common<br>Stock                      | 03/19/2007                              |   | S                                       | 900  | D         |  | 451,631  | I   | By Spouse |
| Common<br>Stock                      | 03/19/2007                              |   | S                                       | 200  | D         | \$ 32.69   | 451,431  | I   | By Spouse |
| Common<br>Stock                      | 03/19/2007                              |   | S                                       | 1,100  | D         | \$ 32.7  | 450,331  | I   | By Spouse |
| Common<br>Stock                      | 03/19/2007                              |   | S                                       | 1,000  | D         | \$ 32.71   | 449,331  | I   | By Spouse |
| Common<br>Stock                      | 03/19/2007                              |   | S                                       | 200  | D         | \$<br>32.715   | 449,131  | I   | By Spouse |

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| Common<br>Stock | 03/19/2007 | S | 1,630 | D | \$ 32.72     | 447,501 | I | By Spouse |
|-----------------|------------|---|-------|---|--------------|---------|---|-----------|
| Common<br>Stock | 03/19/2007 | S | 800   | D | \$ 32.73     | 446,701 | I | By Spouse |
| Common<br>Stock | 03/19/2007 | S | 600   | D | \$ 32.74     | 446,101 | I | By Spouse |
| Common<br>Stock | 03/19/2007 | S | 388   | D | \$ 32.75     | 445,713 | I | By Spouse |
| Common<br>Stock | 03/19/2007 | S | 100   | D | \$ 32.76     | 445,613 | I | By Spouse |
| Common<br>Stock | 03/19/2007 | S | 1,400 | D | \$ 32.78     | 444,213 | I | By Spouse |
| Common<br>Stock | 03/19/2007 | S | 300   | D | \$<br>32.785 | 443,913 | I | By Spouse |
| Common<br>Stock | 03/19/2007 | S | 393   | D | \$ 32.79     | 443,520 | I | By Spouse |

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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc | cisable and | 7. Tit  | le and       | 8. Price of | 9 |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|---------|--------------|-------------|---|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | orNumber   | Expiration Da | ate         | Amou    | ınt of       | Derivative  | J |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)       | Under   | rlying       | Security    | , |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |             | Secur   | ities        | (Instr. 5)  | ] |
|             | Derivative  |                     |                    |            | Securities |               |             | (Instr. | 3 and 4)     |             | ( |
|             | Security    |                     |                    |            | Acquired   |               |             |         |              |             | ] |
|             |             |                     |                    |            | (A) or     |               |             |         |              |             | ] |
|             |             |                     |                    |            | Disposed   |               |             |         |              |             | 7 |
|             |             |                     |                    |            | of (D)     |               |             |         |              |             | ( |
|             |             |                     |                    |            | (Instr. 3, |               |             |         |              |             |   |
|             |             |                     |                    |            | 4, and 5)  |               |             |         |              |             |   |
|             |             |                     |                    |            |            |               |             |         | Amount       |             |   |
|             |             |                     |                    |            |            |               |             |         |              |             |   |
|             |             |                     |                    |            |            | Date          | Expiration  | Title   | or<br>Number |             |   |
|             |             |                     |                    |            |            | Exercisable   | Date        | Title   | of           |             |   |
|             |             |                     |                    | Code V     | (A) (D)    |               |             |         | Shares       |             |   |
|             |             |                     |                    | Code v     | (A) (D)    |               |             |         | Shares       |             |   |

## **Reporting Owners**

| Reporting Owner Name / Address |    |      | Relationships |  |
|--------------------------------|----|------|---------------|--|
|                                | ъ. | 1000 | 0.00          |  |

Director 10% Owner Officer Other

Reporting Owners 2

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JOHNSON CARL J 503 APPLEHILL COURT GIBSONIA, PA 15044

X Chairman and CEO

### **Signatures**

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

03/21/2007

\*\*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.

X

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.

Signatures 3