## Edgar Filing: II-VI INC - Form 4

II-VI INC									
Form 4									
August 21, 20	012								
FORM	4								PPROVAL
	UNITED S	TATES SECUR Was	ITIES Al hington, 1			NGE (	COMMISSION	OMB Number:	3235-0287
Check this if no longe subject to Section 16 Form 4 or	er <b>STATEM</b>	ENT OF CHAN	GES IN F SECURI		CIA	LOW	NERSHIP OF	Expires: Estimated a burden hou response	irs per
Form 5 obligation: may contin <i>See</i> Instruct 1(b).	s Section 17(a)	uant to Section 16 ) of the Public Ut 30(h) of the Inv	ility Hold	ing Com	pany	Act o	f 1935 or Sectio		
(Print or Type Ro	esponses)								
1. Name and Ad PELAEZ MA	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol II-VI INC [IIVI]			5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M	iddle) 3. Date of	Earliest Tra	insaction			(Chec	k all applicable	e)
112 WORPL		(Month/D 08/18/20	ay/Year)				X Director Officer (give below)		6 Owner er (specify
	(Street)		ndment, Dat th/Day/Year)	-			6. Individual or Jo Applicable Line) _X_ Form filed by 0	-	-
WILLIAMSI	BURG, VA 2318	8						Nore than One Ro	
(City)	(State) (Z	Zip) Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficia	lly Owned
(Instr. 3) any		Execution Date, if	ion Date, if Transactio Code		l of (D 4 and (A)	)	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct D) or indirect (I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/18/2012		Code V A	Amount 4,310 (1)	or (D) A	Price \$ 0	(Instr. 3 and 4) 16,910	D	

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number out Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. H Der Sec (In:
				Code V	(A) (D	) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Right to buy)	\$ 18.93	08/18/2012		А	8,620	(2)	08/18/2022	Common Stock	8,620	

## **Reporting Owners**

Reporting Owner Name / Address		Relationsh					
	Director	10% Owner	Officer	Other			
PELAEZ MARC Y E 112 WORPLESDON WILLIAMSBURG, VA 23188	Х						
Signatures							
/s/ Michelle L. Freehling, Attorney-in-Fact	08/21/2012						
**Signature of Reporting Person		D	ate				

## **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) Restricted stock award granted to reporting person under the Issuer's 2009 Omnibus Incentive Plan. The award will vest in full three years from the grant date on August 18, 2015.
- (2) The option vests in 5 equal annual installments beginning on August 18, 2013.

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.