II-VI INC Form 4 March 21, 2007

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Number:

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January 31, 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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 Addr JOHNSON CA		ng Person *	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)		(Middle)	3. Date of Earliest Transaction	(enech air applicable)			
503 APPLEHILL COURT		,	(Month/Day/Year) 03/19/2007	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) Chairman and CEO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
GIBSONIA, PA 15044			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab l	le I - Non-l	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/19/2007		S	900	D		451,631	I	By Spouse
Common Stock	03/19/2007		S	200	D	\$ 32.69	451,431	I	By Spouse
Common Stock	03/19/2007		S	1,100	D	\$ 32.7	450,331	I	By Spouse
Common Stock	03/19/2007		S	1,000	D	\$ 32.71	449,331	I	By Spouse
Common Stock	03/19/2007		S	200	D	\$ 32.715	449,131	I	By Spouse

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

Other

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	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	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 Number		
						Exercisable	Date	Title	of		
				Code V	(A) (D)						
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer				

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.

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