

II-VI INC

Form 4

November 20, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
REEDY HERMAN E

(Last) (First) (Middle)

221 HORSESHOE DRIVE

(Street)

MARS, PA 16046

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

II-VI INC [IIVI]

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

11/16/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	11/16/2007		M	3,207 A	\$ 8 39,167	D	
Common Stock	11/16/2007		S	3,207 D	\$ 33 35,960	D	
Common Stock	11/16/2007		M	100 A	\$ 8 36,060	D	
Common Stock	11/16/2007		S	100 D	\$ 33.005 35,960	D	
Common Stock	11/16/2007		M	1,500 A	\$ 8 37,460	D	

Edgar Filing: II-VI INC - Form 4

Common Stock	11/16/2007	S	1,500	D	\$ 33.01	35,960	D
Common Stock	11/16/2007	M	100	A	\$ 8	36,060	D
Common Stock	11/16/2007	S	100	D	\$ 33.015	35,960	D
Common Stock	11/16/2007	M	1,648	A	\$ 8	37,608	D
Common Stock	11/16/2007	S	1,648	D	\$ 33.02	35,960	D
Common Stock	11/16/2007	M	100	A	\$ 8	36,060	D
Common Stock	11/16/2007	S	100	D	\$ 33.025	35,960	D
Common Stock	11/16/2007	M	1,345	A	\$ 8	37,305	D
Common Stock	11/16/2007	S	1,345	D	\$ 33.03	35,960	D
Common Stock	11/16/2007	M	1,884	A	\$ 6.45	37,844	D
Common Stock	11/16/2007	S	1,884	D	\$ 33.03	35,960	D
Common Stock	11/16/2007	M	1,200	A	\$ 6.45	35,960	D
Common Stock	11/16/2007	S	1,200	D	\$ 33.04	35,960	D
Common Stock	11/16/2007	M	1,009	A	\$ 6.45	36,969	D
Common Stock	11/16/2007	S	1,009	D	\$ 33.05	35,960	D
Common Stock	11/16/2007	M	100	A	\$ 6.45	36,060	D
Common Stock	11/16/2007	S	100	D	\$ 33.055	35,960	D
Common Stock	11/16/2007	M	500	A	\$ 6.45	36,460	D
Common Stock	11/16/2007	S	500	D	\$ 33.06	35,960	D
Common Stock	11/16/2007	M	601	A	\$ 6.45	36,561	D
	11/16/2007	S	601	D	\$ 33.07	35,960	D

Common Stock							
Common Stock	11/16/2007	M	100	A	\$ 6.45	36,060	D
Common Stock	11/16/2007	S	100	D	\$ 33.085	35,960	D
Common Stock	11/16/2007	M	298	A	\$ 6.45	36,258	D
Common Stock	11/16/2007	S	298	D	\$ 33.09	35,960	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.

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. Fair Value of Derivative Security (Instr. 3)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to buy)	\$ 8	11/16/2007		M		8,000		<u>(1)</u>	08/11/2010	Common Stock	8,000
Option (Right to buy)	\$ 6.45	11/16/2007		M		5,692		<u>(2)</u>	08/09/2012	Common Stock	5,692

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REEDY HERMAN E 221 HORSESHOE DRIVE			Executive Vice President	

MARS, PA 16046

Signatures

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

11/20/2007

__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 option vests in five equal annual installments beginning on August 11, 2001.

(2) The option vests in five equal installments beginning on August 9, 2003.

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.