

II-VI INC
Form 4
September 20, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MISTLER THOMAS E

(Last) (First) (Middle)

506 WILDFLOWER LANE

(Street)

MEDIA, PA 19063

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/18/2006

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D) Price			
Common Stock ⁽¹⁾	09/18/2006		S		10,000 D \$ 25.2	590,000 ⁽²⁾	I	By Family LP
Common Stock	09/18/2006		S		10,000 D \$ 25.19	580,000 ⁽²⁾	I	By Family LP
Common Stock	09/19/2006		S		10,000 D \$ 25.35	570,000 ⁽²⁾	I	By Family LP
Common Stock	09/20/2006		S		5,000 D \$ 26.351	565,000 ⁽²⁾	I	By Family LP

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Common Stock	09/20/2006	S	5,000	D	\$ 26.3	560,000 ⁽²⁾	I	By Family LP
Common Stock						324,634 ⁽³⁾	I	By Trust
Common Stock						30,000	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.

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(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MISTLER THOMAS E 506 WILDFLOWER LANE MEDIA, PA 19063		X		

Signatures

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

09/20/2006

__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) All shares reported herein reflect the 2-for-1 stock split effected on March 22, 2005.

(2) Represents the interests in a family limited partnership held by trusts for the benefit of members of the reporting person's immediate family. The reporting person disclaims beneficial ownership of stock in the LP except to the extent of his pecuniary interest therein.

Represents 149,886 shares held by a family limited partnership in which a trust controlled by the reporting person was named a
(3) co-general partner, in addition to shares held by trusts in which the reporting person is trustee. The reporting person disclaims beneficial ownership except to the extent of his pecuniary interest therein.

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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