

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-25**
SEC Accession No. [0000820318-13-000004](#)

([HTML Version](#) on [secdatabase.com](#))

ISSUER

II-VI INC

CIK: **820318** | IRS No.: **251214948** | State of Incorp.: **PA** | Fiscal Year End: **1231**
SIC: **3827** Optical instruments & lenses

Mailing Address
*375 SAXONBURG BLVD
SAXONBURG PA 16056*

Business Address
*375 SAXONBURG BLVD
SAXONBURG PA 16056
724-352-4455*

REPORTING OWNER

MISTLER THOMAS E

CIK: **1196391**
Type: **4** | Act: **34** | File No.: **000-16195** | Film No.: **13550579**

Mailing Address
*375 SAXONBURG BLVD
SAXONBURG PA 16056*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person MISTLER THOMAS E			2. Issuer Name and Ticker or Trading Symbol II-VLINC [HIVI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/25/2013					
506 WILDFLOWER LANE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
MEDIA, PA 19063								
(City)	(State)	(Zip)						

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	01/25/2013		M		4,000	A	\$4.085	16,910	D	
Common Stock	01/25/2013		S		4,000	D	\$17.5493 ⁽¹⁾	12,910	D	
Common Stock								1,299,772	I	By Limited Partnerships ⁽²⁾
Common Stock								361,296	I	By Trusts ⁽²⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option (Right to buy)	\$4.085	01/25/2013		A		4,000		⁽³⁾	02/17/2013	Common Stock	4,000	\$ 0	14,800	D	

Explanation of Responses:

1. Represents the weighted average of multiple sales transactions ranging in price from \$17.5321 to \$17.58. The reporting person agrees to provide full information regarding the number of shares sold at each separate price upon request by the SEC staff, the Company or a security holder of the Company.
2. Represents the interests in trusts and limited partnerships held for the benefit of members of the reporting person's immediate family and others. The reporting person disclaims beneficial ownership of stock in the trusts and limited partnerships except to the extent of his pecuniary interest therein.
3. The option vested in 5 equal annual installments beginning on 2/17/2004.

Signatures

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

** Signature of Reporting Person

01/28/2013

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.