II-VI INC Form 4 August 28, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

08/26/2015

Stock

Common

Stock

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).
(Print or Type Responses)

KRAMER FRANCIS J Symb			2. Issuer Name and Ticker or Trading ymbol I-VI INC [IIVI]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	fiddle) 3. Date of	Earliest Tr	ansaction			(Cnec	ck all applicable	;)	
(Lust)	(1131)	, 2.24.0		ansaction			X Director	10%	Owner	
10491 ALI	ANTE COURT		(Month/Day/Year) 08/26/2015				X Officer (give title Other (specify below) Chairman and CEO			
	4. If Ame	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check					
GIBSONIA	A, PA 15044	Filed(Mor	nth/Day/Year)			Applicable Line) _X_ Form filed by Person	One Reporting Pe More than One Re		
(City)	(State)	(Zip) Tabl	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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	00/06/0015		_	28,367	_	\$	7 04400	-		

F

(1)

D

17.9

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

504,190

285,401

D

Ι

SEC 1474 (9-02)

By Spousal

Limited

Access Trust (2)

of

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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)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
KRAMER FRANCIS J 10491 ALLANTE COURT GIBSONIA, PA 15044	X		Chairman and CEO					

Signatures

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

08/28/2015

**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) These shares were withheld by the Company to discharge withholding tax obligations of the reporting person and do not constitute an actual sale or other open-market transaction.
- (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

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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