

IPG PHOTONICS CORP
Form 4
October 26, 2007

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 *
GAPONTSEV VALENTIN P

(Last) (First) (Middle)

C/O IPG PHOTONICS CORPORATION, 50 OLD WEBSTER ROAD

(Street)

OXFORD, MA 01540

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IPG PHOTONICS CORP [IPGP]

3. Date of Earliest Transaction
(Month/Day/Year)
10/24/2007

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)
CEO & Chairman of the Board

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 | 10/24/2007 | | S ⁽¹⁾ | | 3,000 | D | \$ 20.16 (2) |
| Common Stock | 10/24/2007 | | S ⁽¹⁾ | | 8,300 | D | \$ 20.2 (3) |
| Common Stock | 10/25/2007 | | S ⁽¹⁾ | | 11,200 | D | \$ 19.78 (5) (6) |
| | | | | | | | 11,746,009 |
| | | | | | | | 8,129,202 |
| | | | | | | | 8,118,002 |
| | | | | | | | D |
| | | | | | | | I |
| | | | | | | | I |
| | | | | | | | Through IP Fibre Devices (UK) Ltd. (4) |
| | | | | | | | Through IP Fibre Devices |

(UK) Ltd.
(4)

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. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| GAPONTSEV VALENTIN P C/O IPG PHOTONICS CORPORATION 50 OLD WEBSTER ROAD OXFORD, MA 01540 | X | X | CEO & Chairman of the Board | |

Signatures

Angelo P. Lopresti,
Attorney-at-law

10/26/2007

**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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 23, 2007.
 - (2) Sales ranged from \$20.03 to \$20.36 as follows: 100 shares at \$20.03; 100 shares at \$20.06; 200 shares at \$20.08; 500 shares at \$20.10; 100 shares at \$20.11; 600 shares at \$20.12; 100 shares at \$20.13; 300 shares at \$20.14; 100 shares at \$20.16; 200 shares at \$20.19; 200

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shares at \$20.25; 200 shares at \$20.26; 200 shares at \$20.32; and 100 shares at \$20.36.

Sales range from \$20.07 to \$20.41 as follows: 200 shares at \$20.07; 800 shares at \$20.10; 200 shares at \$20.11; 800 shares at \$20.12; 400 shares at \$20.13; 300 shares at \$20.14; 100 shares at \$20.145; 542 shares at \$20.15; 200 shares at \$20.16; 100 shares at \$20.165; 400 shares at \$20.1700; 500 shares at \$20.19; 500 shares at \$20.20; 38 shares at \$20.21; 162 shares at \$20.22; 500 shares at \$20.25; 500 shares at \$20.26; 50 shares at \$20.28; 400 shares at \$20.29; 350 shares at \$20.30; 200 shares at \$20.31; 500 shares at \$20.32; 100 shares at \$20.33; 100 shares at \$20.35; 258 shares at \$20.36; and 100 shares at \$20.41.

- (3)
- The reporting person is the managing director of IP Fibre Devices (UK) Ltd. and has voting and investment power with respect to the shares held of record by IP Fibre Devices (UK) Ltd. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of the beneficial ownership of all the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (4)

Sales range from \$19.18 to \$20.32 as follows: 100 shares at \$19.18; 100 shares at \$19.20; 500 shares at \$19.24; 100 shares at \$19.25; 500 shares at \$19.29; 100 shares at \$19.33; 100 shares at \$19.34; 200 shares at \$19.35; 100 shares at \$19.36; 700 shares at \$19.37; 200 shares at \$19.38; 300 shares at \$19.42; 700 shares at \$19.44; 100 shares at \$19.45; 400 shares at \$19.45; 200 shares at \$19.46; 100 shares at \$19.47; 100 shares at \$19.49; 200 shares at \$19.50; 100 shares at \$19.52; 500 shares at \$19.54; 200 shares at \$19.56; 100 shares at \$19.83; 100 shares at \$19.90; 100 shares at \$19.93; 100 shares at \$19.97; 72 shares at \$19.98; 28 shares at \$19.99; 164 shares at \$20.10; 100 shares at \$20.11; 936 shares at \$20.12; 211 shares at \$20.13; 882 shares at \$20.15; 192 shares at \$20.16; 715 shares at \$20.17; 100 shares at \$20.18; 100 shares at \$20.19; 100 shares at \$20.20; 300 shares at \$20.22; 142 shares at \$20.23; 58 shares at \$20.24; 142 shares at \$20.25. Continued Footnote 6.

- (5)
- (6) 222 shares at \$20.26; 236 shares at \$20.27; 300 shares at \$20.30; and 200 shares at \$20.32.

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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