#### **IPG PHOTONICS CORP**

Form 4 July 23, 2007

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

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**OMB APPROVAL** 

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * TA ASSOCIATES IX LLC |         |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol IPG PHOTONICS CORP [IPGP] | 5. Relationship of Reporting Person(s) to Issuer                                                     |  |  |  |
|----------------------------------------------------------------|---------|----------|------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--|--|--|
| (Last)                                                         | (First) | (Middle) | 3. Date of Earliest Transaction                                              | (Check all applicable)                                                                               |  |  |  |
| JOHN HANCOCK TOWER, 200<br>CLARENDON ST. 56TH FLOOR            |         |          | (Month/Day/Year)<br>07/19/2007                                               | _X_ Director 10% Owner Officer (give title Other (specification)  See General Remarks                |  |  |  |
| (Street) BOSTON, MA 02116                                      |         |          | 4. If Amendment, Date Original                                               | 6. Individual or Joint/Group Filing(Check                                                            |  |  |  |
|                                                                |         |          | Filed(Month/Day/Year)                                                        | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |  |

| (City)                               | (State)                                 | Year) Execution Date, if any Code (Instr. 3, 4 and 5) |                    |            |                    |               |                                                                 | y Owned                                    |                          |
|--------------------------------------|-----------------------------------------|-------------------------------------------------------|--------------------|------------|--------------------|---------------|-----------------------------------------------------------------|--------------------------------------------|--------------------------|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | Execution Date, if any                                | Transactio<br>Code | omr Dispos | ed of (4 and 5 (A) | (D)           | Securities Beneficially Owned Following Reported Transaction(s) | Ownership Form: Direct (D) or Indirect (I) | Beneficial<br>Ownership  |
|                                      |                                         |                                                       | Code V             | Amount     |                    | Price         | (Instr. 3 and 4)                                                |                                            |                          |
| Common<br>Stock                      | 07/19/2007                              |                                                       | S                  | 12,953     | D                  | \$<br>20.0112 | 1,674,407                                                       | I                                          | See Footnote 1 (1)       |
| Common<br>Stock                      | 07/20/2007                              |                                                       | S                  | 18,915     | D                  | \$<br>20.0359 | 1,655,492                                                       | I                                          | See<br>Footnote<br>1 (1) |
| Common<br>Stock                      | 07/23/2007                              |                                                       | S                  | 7,725      | D                  | \$<br>19.9925 | 1,647,767                                                       | I                                          | See Footnote 1 (1)       |

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

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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 | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exer | cisable and | 7. Title  | and      | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|--------------|-------------|-----------|----------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | orNumber   | Expiration D | ate         | Amour     | nt of    | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/  | /Year)      | Underl    | ying     | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivativ  | e            |             | Securit   | ties     | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities | 3            |             | (Instr. : | 3 and 4) |             | Own    |
|             | Security    |                     |                    |            | Acquired   |              |             |           |          |             | Follo  |
|             |             |                     |                    |            | (A) or     |              |             |           |          |             | Repo   |
|             |             |                     |                    |            | Disposed   |              |             |           |          |             | Trans  |
|             |             |                     |                    |            | of (D)     |              |             |           |          |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |              |             |           |          |             |        |
|             |             |                     |                    |            | 4, and 5)  |              |             |           |          |             |        |
|             |             |                     |                    |            |            |              |             |           | Amount   |             |        |
|             |             |                     |                    |            |            |              |             |           | or       |             |        |
|             |             |                     |                    |            |            | Date         | Expiration  |           | Number   |             |        |
|             |             |                     |                    |            |            | Exercisable  | Date        | of        |          |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |              |             |           | Shares   |             |        |

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

TA ASSOCIATES IX LLC JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR **BOSTON, MA 02116** 

X

See General Remarks

## **Signatures**

TA Associates IX LLC 07/23/2007 \*\*Signature of Reporting Person Date By: TA Associates, Inc., its Manager 07/23/2007 \*\*Signature of Reporting Person Date By: Thomas P. Alber, Chief Financial 07/23/2007 Officer \*\*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).

The reporting person may be deemed to have an indirect pecuniary interest as the General Partner of TA IX L.P. The reporting person **(1)** disclaims beneficial ownership of such shares because the reporting person's indirect pecuniary interest is subject to indeterminable future events.

Reporting Owners 2

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#### **Remarks:**

The Reporting Person has a representative on the Issuer's board of directors. Michael Child currently serves as the Reporting

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.