

CHILD MICHAEL C  
Form 4  
September 18, 2008

**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 \*  
**CHILD MICHAEL C**

(Last) (First) (Middle)

**JOHN HANCOCK TOWER, 200  
CLARENDON ST. 56TH FLOOR**

(Street)

**BOSTON, MA 02116**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**09/16/2008**

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	09/16/2008		J <sup>(8)</sup>	4,912	D	0	I
Common Stock	09/16/2008		J <sup>(8)</sup>	4,912	A	4,912	D

See Footnote 7 (7)

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

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SEC 1474 (9-02)

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**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. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 1.5					<u>(1)</u>	04/05/2012	Common Stock	33,334
Stock Options (right to buy)	\$ 1.5					<u>(2)</u>	12/14/2014	Common Stock	33,334
Stock Options (right to buy)	\$ 1.5					<u>(3)</u>	06/12/2015	Common Stock	20,000
Stock Options (right to buy)	\$ 6.45					<u>(4)</u>	06/21/2016	Common Stock	6,667
Stock Options (right to buy)	\$ 20.32					<u>(5)</u>	06/11/2017	Common Stock	6,667
Stock Options (right to buy)	\$ 18.41					<u>(6)</u>	06/09/2018	Common Stock	6,667

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

CHILD MICHAEL C  
JOHN HANCOCK TOWER  
200 CLARENDON ST. 56TH FLOOR  
BOSTON, MA 02116

## Signatures

Michael C. Child 09/18/2008

\_\_Signature of Reporting Person Date

By: Thomas P. Alber,  
Attorney-in-Fact 09/18/2008

\_\_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) 8,334 of such options were immediately exercisable and the remaining options became exercisable in three equal installments of 8,333 shares beginning on 12/29/02
- (2) The option was exercisable immediately.
- (3) The option is exercisable in four equal installments of 5,000 shares. The first installment became exercisable on 6/12/2006.
- (4) The option is exercisable in four equal installments of 1,667 shares. The first installment becomes exercisable on 6/21/2007.
- (5) The options vest in four equal installments beginning on 6/12/08
- (6) The option is exercisable in four equal installments beginning on 6/10/09
- (7) The reporting person may be deemed to have had an indirect pecuniary interest as a partner of TA Investors II L.P. in 4,912 shares of Common Stock.
- (8) TA Investors LLC distributed 4,912 shares pro rate for no consideration to the Partners of TA Investors LLC in a transaction exempt under Rule 16a-9(a).
- (9) Not Applicable

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.