

IPG PHOTONICS CORP
Form 4
October 24, 2007

FORM 4

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

OMB APPROVAL

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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)
10/22/2007

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 10/22/2007 | | S(1) | 14,266 | D | \$ 20.63 (2) (3) | 11,758,409 D |
| Common Stock | 10/22/2007 | | S(1) | 14,400 | D | \$ 20.63 (4) (5) | 8,146,602 I |
| Common Stock | 10/23/2007 | | S(1) | 9,400 | D | \$ 20.21 (6) (7) | 11,749,009 D |

Through IP Fibre Devices (UK) Ltd. (8)

| | | | | | | | | | |
|--------------|------------|--|------------------|-------|---|--------------------|-----------|---|---|
| Common Stock | 10/23/2007 | | S ⁽¹⁾ | 9,100 | D | \$ 20.21 (9) | 8,137,502 | I | Through IP Fibre Devices (UK) Ltd. (8) |
|--------------|------------|--|------------------|-------|---|--------------------|-----------|---|---|

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

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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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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
10/24/2007

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)

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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 \$20.01 to \$21.34 as follows: 100 shares at \$20.01; 407 shares at \$20.07; 100 shares at \$20.08; 300 shares at \$20.12; 100 shares at \$20.13; 200 shares at \$20.14; 100 shares at \$20.16; 100 shares at \$20.17; 100 shares at \$20.18; 100 shares at \$20.21; 700 shares at \$20.25; 100 shares at \$20.26; 400 shares at \$20.30; 93 shares at \$20.44; 200 shares at \$20.50; 300 shares at \$20.51; 100 shares at \$20.53; 100 shares at \$20.56; 100 shares at \$20.57; 100 shares at \$20.59; 200 shares at \$20.60; 200 shares at \$20.61; 300 shares at \$20.62; 200 shares at \$20.63; 300 shares at \$20.64; 400 shares at \$20.66; 23 shares at \$20.67; 200 shares at \$20.68; 200 shares at \$20.69; 2,000 shares at \$20.70; 200 shares at \$20.71; 300 shares at \$20.72; 12 shares at \$20.73; 365 shares at \$20.74; 700 shares at \$20.75; 100 shares at \$20.76; 100 shares at \$20.77; 300 shares at \$20.78; 703 shares at \$20.80; 697 shares at \$20.81; 1,000 shares at \$20.82; 500 shares at \$20.83. Cont. Footnote 3.

(3) 200 shares at \$20.84; 300 shares at \$20.85; 500 shares at \$20.90; 100 shares at \$20.91; 100 shares at \$20.92; 67 shares at \$21.32; and 199 shares at \$21.34.

(4) Sales ranged from \$20.01 to \$21.36 as follows: 100 shares at \$20.01; 100 shares at \$20.03; 200 shares at \$20.04; 200 shares at \$20.06; 300 shares at \$20.07; 100 shares at \$20.08; 100 shares at \$20.09; 200 shares at \$20.10; 100 shares at \$20.12; 100 shares at \$20.14; 700 shares at \$20.25; 200 shares at \$20.26; 300 shares at \$20.30; 100 shares at \$20.31; 200 shares at \$20.38; 200 shares at \$20.50; 200 shares at \$20.52; 200 shares at \$20.53; 100 shares at \$20.56; 100 shares at \$20.57; 100 shares at \$20.58; 300 shares at \$20.59; 200 shares at \$20.60; 200 shares at \$20.61; 123 shares at \$20.62; 300 shares at \$20.64; 200 shares at \$20.65; 300 shares at \$20.66; 177 shares at \$20.67; 200 shares at \$20.68; 1,100 shares at \$20.70; 1,100 shares at \$20.71; 300 shares at \$20.72; 200 shares at \$20.73; 200 shares at \$20.74; 612 shares at \$20.75; 100 shares at \$20.76; 200 shares at \$20.78; 100 shares at \$20.79; 1,388 shares at \$20.80; 200 shares at \$20.81; 900 shares at \$20.82. Cont. Footnote 5.

(5) 600 shares at \$20.83; 698 shares at \$20.85; 200 shares at \$20.89; 400 shares at \$20.90; 2 shares at \$20.92; 30 shares at \$21.32; 100 shares at \$21.34; and 70 shares at \$21.36.

(6) Sales ranged from \$19.96 to \$20.62 as follows: 200 shares at \$19.96; 1,600 shares at \$20.06; 200 shares at \$20.08; 300 shares at \$20.09; 515 shares at \$20.10; 300 shares at \$20.11; 100 shares at \$20.1150; 485 shares at \$20.12; 600 shares at \$20.13; 100 shares at \$20.14; 200 shares at \$20.15; 100 shares at \$20.16; 200 shares at \$20.17; 100 shares at \$20.19; 200 shares at \$20.20; 300 shares at \$20.21; 100 shares at \$20.22; 1,200 shares at \$20.24; 200 shares at \$20.25; 100 shares at \$20.27; 400 shares at \$20.30; 300 shares at \$20.32; 200 shares at \$20.37; 100 shares at \$20.39; 100 shares at \$20.40; 88 shares at \$20.41; 312 shares at \$20.43; 100 shares at \$20.46; 100 shares at \$20.47; 200 shares at \$20.52. Cont. Footnote 6.

(7) 200 shares at \$20.59; and 200 shares at \$20.62.

(8) 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.

(9) Sales ranged from \$19.96 to \$20.62 as follows: 200 shares at \$19.96; 1,293 shares at \$20.06; 100 shares at \$20.07; 400 shares at \$20.08; 400 shares at \$20.09; 407 shares at \$20.10; 200 shares at \$20.11; 500 shares at \$20.12; 200 shares at \$20.13; 300 shares at \$20.14; 200 shares at \$20.145; 100 shares at \$20.15; 100 shares at \$20.16; 300 shares at \$20.17; 74 shares at \$20.18; 100 shares at \$20.199; 100 shares at \$20.20; 100 shares at \$20.21; 100 shares at \$20.22; 900 shares at \$20.24; 526 shares at \$20.25; 100 shares at \$20.255; 183 shares at \$20.26; 17 shares at \$20.27; 100 shares at \$20.294; 200 shares at \$20.30; 300 shares at \$20.37; 88 shares at \$20.39; 112 shares at \$20.40; 200 shares at \$20.41; 100 shares at \$20.42; 100 shares at \$20.43; 200 shares at \$20.44; 200 shares at \$20.46; 100 shares at \$20.53; 100 shares at \$20.545; 100 shares at \$20.59; 200 shares at \$20.60; and 100 shares at \$20.62.

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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