

IPG PHOTONICS CORP  
Form 4  
May 07, 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 \*  
DALTON JOHN H

(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)  
05/05/2008

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/05/2008		S <sup>(1)</sup>		15,000	D	\$ 16.62 <sup>(2)</sup>
Common Stock	05/06/2008		S <sup>(1)</sup>		20,000	D	\$ 18.5 <sup>(3)</sup>

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)

Table with 9 columns: 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 Beneficially (Instr. 5). Sub-columns for Date Exercisable and Expiration Date include Date Exercisable, Expiration Date, and Title. Sub-columns for Number of Derivative Securities include Amount or Number of Shares.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Relationships sub-columns: Director, 10% Owner, Officer, Other. Entry: DALTON JOHN H, C/O IPG PHOTONICS CORPORATION, 50 OLD WEBSTER ROAD, OXFORD, MA 01540, Director (X).

Signatures

Angelo P. Lopresti, Attorney-in-fact, 05/07/2008. Signature line: \_\_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 March 3, 2008. Sales ranged from \$16.50 to \$16.76 as follows: 1000 shares at \$16.50; 112 shares at \$16.51; 100 shares at \$16.52; 688 shares at \$16.53; 639 shares at \$16.55; 561 shares at \$16.56; 300 shares at \$16.57; 1830 shares at \$16.58; 470 shares at \$16.5900; 1300 shares at \$16.60;
(2) 1081 shares at \$16.61; 200 shares at \$16.62; 814 shares at \$16.62; 1370 shares at \$16.63; 449 shares at \$16.64; 486 shares at \$16.65; 300 shares at \$16.66; 100 shares at \$16.67; 200 shares at \$16.68; 200 shares at \$16.69; 200 shares at \$16.70; 300 shares at \$16.71; 500 shares at \$16.72; 100 shares at \$16.73; 488 shares at \$16.73; 700 shares at \$16.74; 400 shares at \$16.75; and 112 shares at \$16.76.
(3) Sales ranged from \$18.50 to \$18.53 as follows: 19400 shares at \$18.50; 100 shares at \$18.51; 300 shares at \$18.52; and 200 shares at \$18.53.

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.