

GAUTHIER HENRY E  
Form 4  
June 08, 2011

**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 \*  
GAUTHIER HENRY E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
06/06/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O IPG PHOTONICS CORPORATION, 50 OLD WEBSTER ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

OXFORD, MA 01540

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price (A) or (D)  |  |                                   |
| Common Stock                    | 06/06/2011                           |  | M                              |   | 3,334 A \$ 18.41  | D  |                                   |
| Common Stock                    | 06/06/2011                           |  | S <sup>(1)</sup>               |   | 3,334 D \$ 72.6 <sup>(2)</sup>  | D  |                                   |
| Common Stock                    | 06/06/2011                           |  | M                              |   | 6,667 A \$ 11.07  | D  |                                   |
| Common Stock                    | 06/06/2011                           |  | S <sup>(1)</sup>               |   | 6,667 D \$ 72.6 <sup>(2)</sup>  | D  |                                   |
| Common Stock                    | 06/06/2011                           |  | M                              |   | 2,500 A \$ 20.32  | D  |                                   |

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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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Director Stock Option (right to buy)       | \$ 18.41   | 06/06/2011                           |  | M                              | 3,334   | <sup>(3)</sup> 06/09/2018                                | Common Stock  | 3,334                         |
| Director Stock Option (right to buy)       | \$ 11.07   | 06/06/2011                           |  | M                              | 6,667   | <sup>(4)</sup> 06/08/2019                                | Common Stock  | 6,667                         |
| Director Stock Option (right to buy)       | \$ 20.32   | 06/06/2011                           |  | M                              | 2,500   | <sup>(5)</sup> 06/11/2017                                | Common Stock  | 2,500                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| GAUTHIER HENRY E<br>C/O IPG PHOTONICS CORPORATION<br>50 OLD WEBSTER ROAD<br>OXFORD, MA 01540 | X             |           |         |       |

## Signatures

Angelo P. Lopresti,  
Attorney-in-fact

06/08/2011

\_\_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 May 5, 2011. The reported transaction involved sales transactions from \$71.43 to \$75.27 per share. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer or a security holder of the Issuer information regarding the number of shares sold at each separate price.
  - (2) These options are exercisable in four equal annual installments beginning on 6/10/09.
  - (3) These options are exercisable 100% on earlier of 6/9/2010 or date of 2010 annual stockholder meeting of Issuer.
  - (4) These options are exercisable in four equal annual installments beginning on 6/12/08.
  - (5)

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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