IPG PHOTONICS CORP

Form 4

October 17, 2007

FORM 4

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

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per 0.5 response...

1(b).

(Print or Type Responses)

1. Name and Address of Repo	orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First)	IPG PHOTONICS (First) (Middle) 3. Date of Earliest Trans		(Check all applicable)			
C/O IPG PHOTONICS CORPORATION, 50 OLD WEBSTER ROAD		(Month/Day/Year) 10/15/2007	Director 10% OwnerX_ Officer (give title Other (specibelow) below) VP, Industrial Products			
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
OVEODD MA 01540		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			

OXFORD, MA 01540

Table I - Non-Derivative Securities Acqu	ired, Disposed of, or Beneficially Owned

Person

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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 ansaction(A) or Disposed of (D) de (Instr. 3, 4 and 5)		5. Amount of Securities Form: Direct (D) or Owned Indirect (I) Following (Instr. 4) Reported		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	10/15/2007		M	5,000	A	\$ 1.5	5,000	D	
Common Stock	10/15/2007		S <u>(1)</u>	363	D	\$ 20.22	4,637	D	
Common Stock	10/15/2007		S <u>(1)</u>	100	D	\$ 20.26	4,537	D	
Common Stock	10/15/2007		S <u>(1)</u>	100	D	\$ 20.33	4,437	D	
Common Stock	10/15/2007		S <u>(1)</u>	200	D	\$ 20.34	4,237	D	

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Common Stock	10/15/2007	S <u>(1)</u>	100	D	\$ 20.38	4,137	D
Common Stock	10/15/2007	S(1)	200	D	\$ 20.39	3,937	D
Common Stock	10/15/2007	S(1)	200	D	\$ 20.4	3,737	D
Common Stock	10/15/2007	S(1)	537	D	\$ 20.43	3,200	D
Common Stock	10/15/2007	S <u>(1)</u>	100	D	\$ 20.47	3,100	D
Common Stock	10/15/2007	S <u>(1)</u>	100	D	\$ 20.48	3,000	D
Common Stock	10/15/2007	S <u>(1)</u>	200	D	\$ 20.5	2,800	D
Common Stock	10/15/2007	S(1)	300	D	\$ 20.51	2,500	D
Common Stock	10/15/2007	S <u>(1)</u>	600	D	\$ 20.53	1,900	D
Common Stock	10/15/2007	S <u>(1)</u>	700	D	\$ 20.54	1,200	D
Common Stock	10/15/2007	S <u>(1)</u>	300	D	\$ 20.55	900	D
Common Stock	10/15/2007	S <u>(1)</u>	100	D	\$ 20.56	800	D
Common Stock	10/15/2007	S <u>(1)</u>	200	D	\$ 20.57	600	D
Common Stock	10/15/2007	S <u>(1)</u>	100	D	\$ 20.58	500	D
Common Stock	10/15/2007	S <u>(1)</u>	100	D	\$ 20.68	400	D
Common Stock	10/15/2007	S <u>(1)</u>	400	D	\$ 20.71	0	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transac Code (Instr. 8	()	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date curities (Month/Day/Year) equired (Month/Day/Year) sposed of (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 1.5	10/15/2007		M		5,000	<u>(2)</u>	09/20/2012	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Shiner William H C/O IPG PHOTONICS CORPORATION 50 OLD WEBSTER ROAD OXFORD, MA 01540

VP, Industrial Products

Signatures

Angelo P. Lopresti,

Attorney-in-fact 10/17/2007

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 5, 2007.
- (2) All of these options became exercisable because of the attainment of performance targets between 2002-2004.

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.

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