

Shiner William H
Form 4/A
October 29, 2007

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Shiner William 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)
10/22/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)
10/24/2007

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
VP, Industrial Products

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	10/22/2007		M		4,999	A \$ 6.45	4,999 D
Common Stock	10/22/2007		M		1	A \$ 1.5	5,000 D
Common Stock	10/22/2007		S ⁽¹⁾		128	D \$ 20.53	4,872 D
Common Stock	10/22/2007		S ⁽¹⁾		100	D \$ 20.55	4,772 D
Common Stock	10/22/2007		S ⁽¹⁾		100	D \$ 20.57	4,672 D

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Common Stock	10/22/2007	<u>S</u> (1)	72	D	\$ 20.58	4,600	D
Common Stock	10/22/2007	<u>S</u> (1)	100	D	\$ 20.6	4,500	D
Common Stock	10/22/2007	<u>S</u> (1)	100	D	\$ 20.61	4,400	D
Common Stock	10/22/2007	<u>S</u> (1)	200	D	\$ 20.63	4,200	D
Common Stock	10/22/2007	<u>S</u> (1)	188	D	\$ 20.64	4,012	D
Common Stock	10/22/2007	<u>S</u> (1)	200	D	\$ 20.66	3,812	D
Common Stock	10/22/2007	<u>S</u> (1)	912	D	\$ 20.67	2,900	D
Common Stock	10/22/2007	<u>S</u> (1)	200	D	\$ 20.7	2,700	D
Common Stock	10/22/2007	<u>S</u> (1)	200	D	\$ 20.75	2,500	D
Common Stock	10/22/2007	<u>S</u> (1)	100	D	\$ 20.76	2,400	D
Common Stock	10/22/2007	<u>S</u> (1)	200	D	\$ 20.78	2,200	D
Common Stock	10/22/2007	<u>S</u> (1)	100	D	\$ 20.79	2,100	D
Common Stock	10/22/2007	<u>S</u> (1)	700	D	\$ 20.8	1,400	D
Common Stock	10/22/2007	<u>S</u> (1)	100	D	\$ 20.81	1,300	D
Common Stock	10/22/2007	<u>S</u> (1)	300	D	\$ 20.82	1,000	D
Common Stock	10/22/2007	<u>S</u> (1)	200	D	\$ 20.83	800	D
Common Stock	10/22/2007	<u>S</u> (1)	100	D	\$ 20.84	700	D
Common Stock	10/22/2007	<u>S</u> (1)	300	D	\$ 20.85	400	D
Common Stock	10/22/2007	<u>S</u> (1)	200	D	\$ 20.9	200	D
Common Stock	10/22/2007	<u>S</u> (1)	100	D	\$ 20.93	100	D
	10/22/2007	<u>S</u> (1)	100	D		0	D

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Common Stock \$ 21.32

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

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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 (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
Employee Stock Option (right to buy)	\$ 6.45	10/22/2007		M	4,999	<u>(2)</u> 06/21/2016	Common Stock	4,999
Employee Stock Option (right to buy)	\$ 1.5	10/22/2007		M	1	<u>(3)</u> 03/03/2014	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships
Shiner William H C/O IPG PHOTONICS CORPORATION 50 OLD WEBSTER ROAD OXFORD, MA 01540	Director 10% Owner Officer Other VP, Industrial Products

Signatures

Angelo P. Lopresti,
Attorney-in-fact

10/29/2007

__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) These options are exercisable in 5 equal annual installments beginning on 6/21/07.
- (3) These options are exercisable in 3 equal annual installments beginning on 3/3/05.

Remarks:

REMARKS: W Shiner Form 4/A replaces Form 4 filed on 10/24/07 for period ending 10/22/07.

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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