#### **IPG PHOTONICS CORP**

Form 4

January 28, 2008

## 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

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(b).

(Last)

1. Name and Address of Reporting Person \* **GAPONTSEV VALENTIN P** 

2. Issuer Name and Ticker or Trading Symbol

IPG PHOTONICS CORP [IPGP]

3. Date of Earliest Transaction

(Middle)

(Month/Day/Year) 01/24/2008

(Check all applicable) \_X\_ Director

X\_\_ 10% Owner \_X\_\_ Officer (give title \_ Other (specify below)

5. Relationship of Reporting Person(s) to

CEO & Chairman of the Board

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

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burden hours per

(Street)

(First)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

OXFORD, MA 01540

C/O IPG PHOTONICS

WEBSTER ROAD

CORPORATION, 50 OLD

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative :	Securi	ities Acqu	ired, Disposed of	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. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Common Stock	01/24/2008		S <u>(1)</u>	20,000	D	\$ 17.78 (2)	8,012,002	I	Through IP Fibre Devices (UK) Ltd.
Common Stock	01/25/2008		S <u>(1)</u>	1,297	D	\$ 18.5	8,010,705	I	Through IP Fibre Devices (UK) Ltd.

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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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	nt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	
	Derivative				Securities	3		(Instr.	3 and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		Or		
						Exercisable	cisable Date	Title Number			
				C-1- 1	7. (A) (D)				of		
				Code V	I (A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address				•	
	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

Relationships

## **Signatures**

Angelo P. Lopresti, Attorney-at-law 01/28/2008

\*\*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 August 23, 2007.
- Sales ranged from \$17.75 to \$17.90 as follows: 11100 shares at \$17.75; 100 shares at \$17.76; 1200 shares at \$17.76; 90 shares at \$17.81; (2) 700 shares at \$17.82; 4300 shares at \$17.83; 1000 shares at \$17.84; 538 shares at \$17.85; 100 shares at \$17.86; 100 shares at \$17.87; 300 shares at \$17.88; and 472 shares at \$17.90.
- (3) 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

Reporting Owners 2

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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.

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