

IPG PHOTONICS CORP  
Form 4  
September 04, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
CHILD MICHAEL C

(Last) (First) (Middle)

JOHN HANCOCK TOWER, 200  
CLARENDON ST. 56TH FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/02/2008

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) |   |                    |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|--------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |                    |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |   |                    |
| Common Stock                    | 09/02/2008                           |  | S                              | 1,764   | D   | \$ 20.6504   | 7,036   | I | See Footnote 7 (7) |
| Common Stock                    | 09/03/2008                           |  | S                              | 1,885   | D   | \$ 20.7177   | 5,151   | I | See Footnote 8 (8) |
| Common Stock                    | 09/04/2008                           |  | S                              | 27  | D   | \$ 20.4585   | 5,124   | I | See Footnote 9 (9) |

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.

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(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. Price of Derivative Security (Instr. 3) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
| Stock Options (right to buy)               | \$ 1.5   |                                      |  |                                |   | <u>(1)</u> 04/05/2012                                    | Common Stock  | 33,334                                     |                            |
| Stock Options (right to buy)               | \$ 1.5   |                                      |  |                                |   | <u>(2)</u> 12/14/2014                                    | Common Stock  | 33,334                                     |                            |
| Stock Options (right to buy)               | \$ 1.5   |                                      |  |                                |   | <u>(3)</u> 06/12/2015                                    | Common Stock  | 20,000                                     |                            |
| Stock Options (right to buy)               | \$ 6.45  |                                      |  |                                |   | <u>(4)</u> 06/21/2016                                    | Common Stock  | 6,667                                      |                            |
| Stock Options (right to buy)               | \$ 20.32   |                                      |  |                                |   | <u>(5)</u> 06/11/2017                                    | Common Stock  | 6,667                                      |                            |
| Stock Options (right to buy)               | \$ 18.41   |                                      |  |                                |   | <u>(6)</u> 06/09/2018                                    | Common Stock  | 6,667                                      |                            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CHILD MICHAEL C<br>JOHN HANCOCK TOWER<br>200 CLARENDON ST. 56TH FLOOR<br>BOSTON, MA 02116 | X             |           |         |       |

## Signatures

Michael C. Child 09/04/2008

\_\_Signature of Reporting Person

Date

By: Thomas P. Alber,  
Attorney-in-Fact

09/04/2008

\_\_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) 8,334 of such options were immediately exercisable and the remaining options became exercisable in three equal installments of 8,333 shares beginning on 12/29/02
- (2) The option was exercisable immediately.
- (3) The option is exercisable in four equal installments of 5,000 shares. The first installment became exercisable on 6/12/2006.
- (4) The option is exercisable in four equal installments of 1,667 shares. The first installment becomes exercisable on 6/21/2007.
- (5) The options vest in four equal installments beginning on 6/12/08
- (6) The option is exercisable in four equal installments beginning on 6/10/09
- (7) The reporting person may be deemed to have an indirect pecuniary interest as a partner of TA Investors II L.P. in 7,036 shares of Common Stock. On 09/02/08 TA Investors II L.P. sold a total of 1,764 shares on behalf of the reporting person.
- (8) The reporting person may be deemed to have an indirect pecuniary interest as a partner of TA Investors II L.P. in 5,151 shares of Common Stock. On 09/03/08 TA Investors II L.P. sold a total of 1,885 shares on behalf of the reporting person.
- (9) The reporting person may be deemed to have an indirect pecuniary interest as a partner of TA Investors II L.P. in 5,124 shares of Common Stock. On 09/04/08 TA Investors II L.P. sold a total of 27 shares on behalf of the reporting person.

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.