GAPONTSEV VALENTIN P

Form 4

November 08, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person
GAPONTSEV VALENTIN P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First)

(Middle)

IPG PHOTONICS CORP [IPGP]

(Check all applicable)

C/O IPG PHOTONICS CORPORATION, 50 OLD WEBSTER ROAD

3. Date of Earliest Transaction

(Month/Day/Year) 11/04/2010

X Director X__ 10% Owner _X__ Officer (give title _ Other (specify below)

CEO & Chairman of the Board

(Street)

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

OXFORD, MA 01540

(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficial	y 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	11/04/2010		S <u>(1)</u>	27,000	D	\$ 25.12 (2)	7,577,002	I	Through IP Fibre Devices (UK) Ltd.
Common Stock	11/05/2010		S <u>(1)</u>	16,400	D	\$ 25.12 (3)	7,560,602	I	Through IP Fibre Devices (UK) Ltd.
	11/08/2010		S <u>(1)</u>	56,600	D		7,504,002	I	

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 $\begin{array}{c} \text{Common} & \$ \ 25.6 & \text{Through} \\ \text{Stock} & \underline{\text{(4)}} & \text{IP Fibre} \\ & \text{Devices} \\ & (\text{UK) Ltd.} \\ & (5) & \end{array}$

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)

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. tionNumber of) Derivativ Securitie Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	s I	Pate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code '	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting owner runner runners	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				

Signatures

Angelo P. Lopresti, Attorney-at-law

**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)

Reporting Owners 2

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The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by IP Fibre Devices (U.K.) Ltd. on September 13, 2010.

- The reported transaction involved sales transactions from \$25.00 to \$25.30 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.
- The reported transaction involved sales transactions from \$25.00 to \$25.26 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.
- The reported transaction involved sales transactions from \$25.14 to \$25.94 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.
 - 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
- (5) extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of the beneficial 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.

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.