

GAPONTSEV VALENTIN P
 Form 4
 December 06, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O IPG PHOTONICS CORPORATION, 50 OLD WEBSTER ROAD

3. Date of Earliest Transaction (Month/Day/Year)
 12/02/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO & Chairman of the Board

(Street)
 OXFORD, MA 01540

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	12/02/2011		S	D	1,607	41.44	1,901,324	D
						<u>(1)</u>		
Common Stock	12/02/2011		S	D	4,875	41.44	7,499,127	I
						<u>(2)</u>		Through IP Fibre Devices (UK) Ltd. <u>(5)</u>
Common Stock	12/05/2011		S	D	20,514	41.29	1,880,810	D
						<u>(3)</u>		

Common Stock	12/05/2011	S	62,265	D	\$ 41.29 (4)	7,436,862	I	Through IP Fibre Devices (UK) Ltd. (5)
Common Stock	12/06/2011	S	27,879	D	\$ 39.95	1,852,931	D	
Common Stock	12/06/2011	S	82,860	D	\$ 39.95	7,354,002	I	Through IP Fibre Devices (UK) Ltd. (5)

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

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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. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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	
Valentin Gapontsev Trust I C/O IPG PHOTONICS CORPORATION		X		

50 OLD WEBSTER ROAD
 OXFORD, MA 01540

Shcherbakov Eugene A
 C/O IPG PHOTONICS CORPORATION X X Managing Director of IPG Laser
 50 OLD WEBSTER ROAD
 OXFORD, MA 01540

IP FIBRE DEVICES LTD
 C/O IPG PHOTONICS CORPORATION X
 50 OLD WEBSTER ROAD
 OXFORD, MA 01540

PLATONOV NIKOLAI
 C/O IPG PHOTONICS CORPORATION X
 50 OLD WEBSTER ROAD
 OXFORD, MA 01540

Signatures

Angelo P. Lopresti, Attorney-in-fact for Valentin Gapontsev	12/06/2011
**Signature of Reporting Person	Date
By: Angelo P. Lopresti, Attorney-in-fact for IP Fibre Devices (UK) Ltd.	12/06/2011
**Signature of Reporting Person	Date
By: Angelo P. Lopresti, Attorney-in-fact for Valentin Gapontsev Trust I	12/06/2011
**Signature of Reporting Person	Date
By: Angelo P. Lopresti, Attorney-in-fact for N. Platonov	12/06/2011
**Signature of Reporting Person	Date
By: Angelo P. Lopresti, Attorney-in-fact for E. Scherbakov	12/06/2011
**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 reported transaction involved sales transactions from \$41.25 to \$41.74 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.
 - (2) The reported transaction involved sales transactions from \$41.25 to \$41.73 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.
 - (3) The reported transaction involved sales transactions from \$40.68 to \$41.72 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.
 - (4) The reported transaction involved sales transactions from \$40.68 to \$41.72 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.
 - (5) These shares are owned directly by IP Fibre Devices (UK) Ltd. (IPFD), and indirectly by (i) Valentin P. Gapontsev, the managing director and a 5% shareholder of IPFD, (ii) the Valentin Gapontsev Trust I, a 48% shareholder of IPFD (Gapontsev Trust I), (iii) Nikolai

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Platonov, a trustee of Gapontsev Trust I and an 8% shareholder of IPFD, and (iv) Eugene Scherbakov, a trustee of Gapontsev Trust I and an 8% shareholder of IPFD. On May 20, 2011, Eugene Scherbakov was appointed as a trustee of Gapontsev Trust I. Drs. Gapontsev, Platonov and Scherbakov and Gapontsev Trust I each disclaim ownership of the securities directly owned by IPFD except to the extent of his or its pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported securities 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.