

IPG PHOTONICS CORP  
Form 4  
November 27, 2007

**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

(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)  
11/23/2007

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)  
CEO & Chairman of the Board

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                    | 11/23/2007                           |  | S <sup>(1)</sup>               |   | 6,666   | D  |   |
|                                 |                                      |  |                                |   | \$ 19.5 <sup>(2)</sup>  |  |   |
|                                 |                                      |  |                                |   | 11,739,343  | D  |   |
| Common Stock                    | 11/23/2007                           |  | S <sup>(1)</sup>               |   | 7,400   | D  | Through IP Fibre Devices (UK) Ltd. <sup>(6)</sup>     |
|                                 |                                      |  |                                |   | \$ 19.52 <sup>(3)</sup>   |  |   |
|                                 |                                      |  |                                |   | 8,110,602   | I  |   |
| Common Stock                    | 11/26/2007                           |  | S <sup>(1)</sup>               |   | 20,000  | D  |   |
|                                 |                                      |  |                                |   | \$ 19.97 <sup>(4)</sup>   |  |   |
|                                 |                                      |  |                                |   | 11,719,343  | D  |   |

|              |            |                  |        |   |                    |           |   |   |
|--------------|------------|------------------|--------|---|--------------------|-----------|---|---|
| Common Stock | 11/26/2007 | S <sup>(1)</sup> | 35,600 | D | \$<br>19.96<br>(5) | 8,075,002 | I | Through IP Fibre Devices (UK) Ltd.<br>(6) |
|--------------|------------|------------------|--------|---|--------------------|-----------|---|---|

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| GAPONTSEV VALENTIN P<br>C/O IPG PHOTONICS CORPORATION<br>50 OLD WEBSTER ROAD<br>OXFORD, MA 01540 | X             | X         | CEO & Chairman of the Board |       |

## Signatures

Angelo P. Lopresti,  
Attorney-at-law

11/27/2007

\_\_\_\_\_  
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)

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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.

(2) Sales ranged from 19.36 to \$19.90 as follows: 100 shares at \$19.36; 100 shares at \$19.38; 430 shares at \$19.40; 270 shares at \$19.41; 300 shares at \$19.42; 500 shares at \$19.44; 700 shares at \$19.45; 600 shares at \$19.46; 100 shares at \$19.47; 500 shares at \$19.48; 100 shares at \$19.49; 500 shares at \$19.50; 366 shares at \$19.51; 600 shares at \$19.52; 200 shares at \$19.53; 200 shares at \$19.54; 600 shares at \$19.55; 100 shares at \$19.58; 100 shares at \$19.66; 100 shares at \$19.81; 100 shares at \$19.88; and 100 shares at \$19.90.

(3) Sales ranged from \$19.40 and \$19.88 as follows: 400 shares at \$19.40; 361 shares at \$19.42; 100 shares at \$19.43; 500 shares at \$19.44; 761 shares at \$19.45; 478 shares at \$19.46; 100 shares at \$19.47; 400 shares at \$19.48; 100 shares at \$19.49; 700 shares at \$19.50; 300 shares at \$19.51; 500 shares at \$19.52; 200 shares at \$19.53; 200 shares at \$19.54; 1,000 shares at \$19.55; 100 shares at \$19.56; 300 shares at \$19.59; 400 shares at \$19.60; 100 shares at \$19.66; 100 shares at \$19.72; and 300 shares at \$19.88.

(4) Sales ranged from \$19.78 to \$20.01 as follows: 100 shares at \$19.78; 400 shares at \$19.81; 300 shares at \$19.81; 600 shares at \$19.83; 404 shares at \$19.87; 296 shares at \$19.88; 500 shares at \$19.89; 600 shares at \$19.90; 400 shares at \$19.92; 200 shares at \$19.93; 200 shares at \$19.94; 500 shares at \$19.95; 100 shares at \$19.96; 1,312 shares at \$19.97; 400 shares at \$19.98; 1,197 shares at \$19.99; 10,803 shares at \$20.00; and 1,688 shares at \$20.01.

(5) Sales ranged from \$19.71 to \$20.04 as follows: 100 shares at \$19.71; 700 shares at \$19.81; 700 shares at \$19.81; 526 shares at \$19.83; 500 shares at \$19.84; 100 shares at \$19.84; 1,200 shares at \$19.86; 1,020 shares at \$19.87; 304 shares at \$19.88; 1,176 shares at \$19.90; 74 shares at \$19.91; 1,500 shares at \$19.93; 1,785 shares at \$19.94; 1,842 shares at \$19.95; 609 shares at \$19.96; 4,330 shares at \$19.97; 1,241 shares at \$19.98; 2,140 shares at \$19.99; 13,490 shares at \$20.00; 1,648 shares at \$20.01; 515 shares at \$20.02; and 100 shares at \$20.04.

(6) 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 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.

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