IPG PHOTONICS CORP

Form 4

August 29, 2007

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Section 16.
Form 4 or
Form 5
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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

| 1. Name and Address of DALTON JOHN H | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | | |
|---|------|--|---|--|--|--|--|
| (Last) (First) (Middle) C/O IPG PHOTONICS CORPORATION, 50 OLD WEBSTER ROAD | | IPG PHOTONICS CORP [IPGP] 3. Date of Earliest Transaction | (Check all applicable) | | | | |
| | | (Month/Day/Year) 08/27/2007 | X Director 10% Owner Officer (give title Other (specify below) | | | | |
| (Str | eet) | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | | |
| OVEODD MA 01 | 540 | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | |

Person

OXFORD, MA 01540

| (City) | (State) | (Zip) Table | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed o | 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 08/27/2007 | | S <u>(1)</u> | 100 | D | \$ 18.83 | 308,856 | D | |
| Common Stock | 08/27/2007 | | S <u>(1)</u> | 400 | D | \$ 18.94 | 308,456 | D | |
| Common Stock | 08/27/2007 | | S(1) | 900 | D | \$ 19 | 307,556 | D | |
| Common Stock | 08/27/2007 | | S(1) | 300 | D | \$ 19.01 | 307,256 | D | |
| Common Stock | 08/27/2007 | | S <u>(1)</u> | 400 | D | \$ 19.02 | 306,856 | D | |

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| Common Stock | 08/27/2007 | S <u>(1)</u> | 788 | D | \$ 19.03 | 306,068 | D |
|-----------------|------------|--------------|-------|---|-------------|---------|---|
| Common Stock | 08/27/2007 | S(1) | 625 | D | \$ 19.04 | 305,443 | D |
| Common Stock | 08/27/2007 | S(1) | 1,174 | D | \$ 19.05 | 304,269 | D |
| Common Stock | 08/27/2007 | S <u>(1)</u> | 100 | D | \$ 19.06 | 304,169 | D |
| Common Stock | 08/27/2007 | S(1) | 100 | D | \$ 19.07 | 304,069 | D |
| Common Stock | 08/27/2007 | S <u>(1)</u> | 613 | D | \$ 19.08 | 303,456 | D |
| Common Stock | 08/27/2007 | S(1) | 200 | D | \$ 19.1 | 303,256 | D |
| Common Stock | 08/27/2007 | S(1) | 200 | D | \$ 19.12 | 303,056 | D |
| Common Stock | 08/27/2007 | S(1) | 800 | D | \$ 19.13 | 302,256 | D |
| Common Stock | 08/27/2007 | S(1) | 390 | D | \$ 19.15 | 301,866 | D |
| Common Stock | 08/27/2007 | S(1) | 500 | D | \$ 19.16 | 301,366 | D |
| Common Stock | 08/27/2007 | S(1) | 200 | D | \$ 19.19 | 301,166 | D |
| Common Stock | 08/27/2007 | S(1) | 305 | D | \$ 19.2 | 300,861 | D |
| Common Stock | 08/27/2007 | S(1) | 5 | D | \$ 19.21 | 300,856 | D |
| Common Stock | 08/27/2007 | S(1) | 1,600 | D | \$ 19.23 | 299,256 | D |
| Common Stock | 08/27/2007 | S(1) | 100 | D | \$ 19.27 | 299,156 | D |
| Common Stock | 08/27/2007 | S(1) | 200 | D | \$ 19.31 | 298,956 | D |

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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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| 1. Title of | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exerc | | 7. Titl | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|------------|---------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | int of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ities | (Instr. 5) | Bene |
| | Derivative | | • | | Securities | | | (Instr. | 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | (|
| | | | | | 4, and 5) | | | | | | |
| | | | | | ., | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | | Exercisable | - | Title I | Number | | |
| | | | | | | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

DALTON JOHN H C/O IPG PHOTONICS CORPORATION 50 OLD WEBSTER ROAD OXFORD, MA 01540

X

Signatures

Angelo P. Lopresti, Attorney-in-fact

08/29/2007

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 8, 2007.

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.

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