

Samartsev Igor  
Form 4  
November 13, 2009

**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 \*  
Samartsev Igor

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)

3. Date of Earliest Transaction (Month/Day/Year)  
11/11/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Acting GM of NTO IRE-Polus

C/O IPG PHOTONICS CORPORATION, 50 OLD WEBSTER ROAD

(Street)

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

OXFORD, MA 01540

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/11/2009		M		2,297 A \$ 1.5	381,086	D
Common Stock	11/11/2009		S		2,297 D \$ 15.88	378,789	D
Common Stock	11/11/2009		M		38,800 A \$ 5.37	417,589	D
Common Stock	11/11/2009		S		38,800 D \$ 15.88	378,789	D

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Common Stock	11/12/2009	M	1,200	A	\$ 5.37	379,989	D
Common Stock	11/12/2009	S	1,200	D	\$ 15.94 <u>(2)</u>	378,789	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)

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 1.5	11/11/2009		M	2,297	<u>(3)</u> 12/12/2012	Common Stock	2,297	
Employee Stock Option (right to buy)	\$ 5.37	11/11/2009		M	38,800	<u>(4)</u> 04/18/2016	Common Stock	38,800	
Employee Stock Option (right to buy)	\$ 5.37	11/12/2009		M	1,200	<u>(4)</u> 04/18/2016	Common Stock	1,200	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		Acting GM of NTO IRE-Polus	

Samartsev Igor  
C/O IPG PHOTONICS CORPORATION  
50 OLD WEBSTER ROAD  
OXFORD, MA 01540

## Signatures

Angelo P. Lopresti,  
Attorney-in-fact

11/13/2009

\_\_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).

The reported transaction involved sales transactions from \$15.76 to \$16.11 per share. The Reporting Person undertakes to provide upon  
(1) 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 \$15.92 to \$16.05 per share. The Reporting Person undertakes to provide upon  
(2) 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) These options are exercisable immediately.

(4) These options are exercisable in five equal annual installments of 13,333 shares beginning on 4/18/07.

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.