CHILD MICHAEL C

Form 4 June 02, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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5. Relationship of Reporting Person(s) to

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

Check this box

obligations may continue. See Instruction

1. Name and Address of Reporting Person *

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(b).

CHILD MICHAEL C Issuer Symbol IPG PHOTONICS CORP [IPGP] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify JOHN HANCOCK TOWER, 200 05/31/2011 below) **CLARENDON ST. 56TH FLOOR** (Street) 6. Individual or Joint/Group Filing(Check

2. Issuer Name and Ticker or Trading

4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

BOSTON, MA 02116

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Security (Month/Day/Year) Execution Date, if Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) (D) Price Amount Common 05/31/2011 $A^{(7)}$ 7,912 D 1,000 Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. Number on f Derivati Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	ive l	6. Date Exer Expiration D (Month/Day,	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 6.45						<u>(1)</u>	06/21/2016	Common Stock	1,667
Stock Options (right to buy)	\$ 20.32						(2)	06/11/2017	Common Stock	3,333
Stock Options (right to buy)	\$ 18.41						<u>(3)</u>	06/09/2018	Common Stock	5,000
Stock Options (right to buy)	\$ 11.07						<u>(4)</u>	06/08/2019	Common Stock	6,667
Stock Options (right to buy)	\$ 15.36						<u>(5)</u>	06/07/2020	Common Stock	6,667
Stock Options (right to buy)	\$ 75.15	05/31/2011		A	6,667		<u>(6)</u>	05/30/2021	Common Stock	6,667

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
CHILD MICHAEL C JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116	X					

Reporting Owners 2

Signatures

Michael C. Child 06/02/2011

**Signature of Reporting Person Date

By: Thomas P. Alber, 06/02/2011

Attorney-in-Fact

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).

Date

(1) These options became exercisable on 6/21/2010.

**Signature of Reporting Person

- (2) The remaining options vests in two equal installments beginning on 6/12/2010.
- (3) The remaining options are exercisable in three equal installments beginning on 6/10/2010.
- (4) The options are exercisable 100% on earlier of 6/10/2010 or date of 2010 annual stockholder meeting of Issuer.
- (5) The options are exercisable 100% on earlier of 6/08/2011 or date of 2011 annual stockholder meeting of Issuer.
- (6) These options are exercisable 100% on earlier of 5/31/2012 or date of 2012 annual stockholder meeting of Issuer.
- (7) Grant of restricted stock units vesting 100% on earlier of 5/31/2012 or date of 2012 annual stockholder meeting of Issuer.

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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