

Ovtchinnikov Alexander
 Form 4/A
 August 21, 2012

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 *
 Ovtchinnikov Alexander

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/07/2012

___ Director ___X___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 Vice President

OXFORD, MA 01540

4. If Amendment, Date Original Filed(Month/Day/Year)
 08/09/2012

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 08/07/2012 | | M | A | \$ 8.26 | 116,661 | D |
| Common Stock | 08/07/2012 | | M | A | \$ 19.69 | 117,094 | D |
| Common Stock | 08/07/2012 | | S ⁽²⁾ | D | \$ 61.25 | 112,536 | D |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 8.26 | 08/07/2012 | | M | 4,125 | <u>(4)</u> 02/25/2019 | Common Stock | 4,125 |
| Employee Stock Option (right to buy) | \$ 19.69 | 08/07/2012 | | M | 433 | <u>(5)</u> 05/08/2018 | Common Stock | 433 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ovtchinnikov Alexander C/O IPG PHOTONICS CORPORATION 50 OLD WEBSTER ROAD OXFORD, MA 01540 | | X | Vice President | |

Signatures

Angelo P. Lopresti,
Attorney-in-fact

08/21/2012

**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) This amendment to Form 4 filed 8/9/2012 is being filed to amend the price for the 433 shares of Common Stock acquired on August 7, 2012. The correct price was \$19.69 per share.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 14, 2012.
- (3) The reported transaction involved sales transactions from \$61.00 to \$63.01 per share. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer or a security holder of the information regarding the number of shares sold at each separate price.
- (4) These options were exercisable in 12 monthly installments commencing on May 1, 2011.
- (5) These options were exercisable in 32 monthly installments commencing on May 9, 2012.

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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