

IPG PHOTONICS CORP

Form 4

October 30, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lopresti Angelo 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)
10/28/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
SVP, Secretary & Gen Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	10/28/2014		M		2,255	A \$ 15.82	51,250	D	
Common Stock	10/28/2014		M		2,900	A \$ 19.69	54,150	D	
Common Stock	10/28/2014		S ⁽¹⁾		5,155	D \$ 70.1 ⁽²⁾	48,995	D	
Common Stock	10/29/2014		M		4,208	A \$ 15.82	53,203	D	
Common Stock	10/29/2014		M		7,100	A \$ 19.69	60,303	D	

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Common	10/29/2014	S ⁽¹⁾	11,308	D	\$	70.74	48,995	D
Stock					(3)			

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

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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)	8. D S (1		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	\$ 15.82	10/28/2014		M		2,255		<u>(4)</u>	02/25/2020	Common Stock	2,255
Employee Stock Options (right to buy)	\$ 19.69	10/28/2014		M		2,900		<u>(5)</u>	05/08/2018	Common Stock	2,900
Common Stock	\$ 15.82	10/29/2014		M		4,208		<u>(4)</u>	02/25/2020	Common Stock	4,208
Employee Stock Options (right to buy)	\$ 19.69	10/29/2014		M		7,100		<u>(5)</u>	05/08/2018	Common Stock	7,100

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lopresti Angelo P C/O IPG PHOTONICS CORPORATION	SVP, Secretary & Gen Counsel

50 OLD WEBSTER ROAD
OXFORD, MA 01540

Signatures

/s/ Angelo P.

Lopresti

10/29/2014

____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 March 14, 2014.

The reported transaction involves sales transactions from \$70.00 to \$70.87 per share. The weighted average price per share was \$70.10.
- (2) The Reporting Person undertakes to provide upon 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 involves sales transactions from \$70.00 to \$71.35 per share. The weighted average price per share was \$70.74.
- (3) The Reporting Person undertakes to provide upon 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.
- (4) Options vest in four equal quarterly installments commencing on March 31, 2014.
- (5) Options vest in 12 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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