

IPG PHOTONICS CORP
Form 4
October 22, 2007

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 *
Shiner William H

(Last) (First) (Middle)

50 OLD WEBSTER ROAD, C/O
IPG PHOTONICS CORPORATION

(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)
10/18/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Industrial Products

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				(A) or (D)	Price		
Common Stock	10/18/2007		M		5,000	D	
Common Stock	10/18/2007		S ⁽¹⁾		100	D	
Common Stock	10/18/2007		S ⁽¹⁾		100	D	
Common Stock	10/18/2007		S ⁽¹⁾		300	D	
Common Stock	10/18/2007		S ⁽¹⁾		500	D	

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Common Stock	10/18/2007	<u>S(1)</u>	200	D	\$ 21.9	3,800	D
Common Stock	10/18/2007	<u>S(1)</u>	520	D	\$ 21.91	3,280	D
Common Stock	10/18/2007	<u>S(1)</u>	380	D	\$ 21.92	2,900	D
Common Stock	10/18/2007	<u>S(1)</u>	500	D	\$ 21.93	2,400	D
Common Stock	10/18/2007	<u>S(1)</u>	100	D	\$ 21.94	2,300	D
Common Stock	10/18/2007	<u>S(1)</u>	600	D	\$ 21.94	1,700	D
Common Stock	10/18/2007	<u>S(1)</u>	200	D	\$ 21.95	1,500	D
Common Stock	10/18/2007	<u>S(1)</u>	500	D	\$ 21.96	1,000	D
Common Stock	10/18/2007	<u>S(1)</u>	100	D	\$ 21.97	900	D
Common Stock	10/18/2007	<u>S(1)</u>	100	D	\$ 21.99	800	D
Common Stock	10/18/2007	<u>S(1)</u>	700	D	\$ 21.99	100	D
Common Stock	10/18/2007	<u>S(1)</u>	100	D	\$ 22	0	D
Common Stock	10/19/2007	M	8,333	A	\$ 1.5	8,333	D
Common Stock	10/19/2007	M	1,667	A	\$ 6.45	10,000	D
Common Stock	10/19/2007	<u>S(1)</u>	800	D	\$ 21.48	9,200	D
Common Stock	10/19/2007	<u>S(1)</u>	100	D	\$ 21.5	9,100	D
Common Stock	10/19/2007	<u>S(1)</u>	100	D	\$ 21.505	9,000	D
Common Stock	10/19/2007	<u>S(1)</u>	400	D	\$ 21.52	8,600	D
Common Stock	10/19/2007	<u>S(1)</u>	2,200	D	\$ 21.53	6,400	D
Common Stock	10/19/2007	<u>S(1)</u>	900	D	\$ 21.55	5,500	D
	10/19/2007	<u>S(1)</u>	100	D		5,400	D

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Common Stock						\$ 21.555		
Common Stock	10/19/2007		S ⁽¹⁾	200	D	\$ 21.56	5,200	D
Common Stock	10/19/2007		S ⁽¹⁾	300	D	\$ 21.57	4,900	D
Common Stock	10/19/2007		S ⁽¹⁾	100	D	\$ 21.575	4,800	D
Common Stock	10/19/2007		S ⁽¹⁾	100	D	\$ 21.59	4,700	D

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

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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 (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)	\$ 1.5	10/18/2007		M	5,000	⁽²⁾ 02/21/2015	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 1.5	10/19/2007		M	8,333	⁽²⁾ 02/21/2015	Common Stock	8,333
Employee Stock Option (right to buy)	\$ 6.47	10/19/2007		M	1,667	⁽³⁾ 06/21/2016	Common Stock	1,667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shiner William H 50 OLD WEBSTER ROAD C/O IPG PHOTONICS CORPORATION OXFORD, MA 01540			VP, Industrial Products	

Signatures

/s/ Angelo P. Lopresti,
attorney-in-fact

10/22/2007

__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 on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 5, 2007.
 - (2) These options are exercisable in 4 equal installments beginning on 2/21/2006.
 - (3) These options are exercisable in 5 equal annual installments beginning on 6/2/2007.

Remarks:

Filing 1 of 2 Form 4's.

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.