

IPG PHOTONICS CORP  
Form 4  
December 28, 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 \*  
GAPONTSEV VALENTIN 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)  
12/24/2007

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)  
CEO & Chairman of the Board

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/24/2007	12/27/2007	S <sup>(1)</sup>		20,002	D	\$ 20.22 (2)	11,699,341	D	
Common Stock	12/24/2007	12/27/2007	S <sup>(1)</sup>		23,000	D	\$ 20.22 (3)	8,052,002	I	Through IP Fibre Devices (UK) Ltd. (5)
Common Stock	12/26/2007	12/27/2007	S <sup>(1)</sup>		20,000	D	\$ 20.25 (4)	8,032,002	I	Through IP Fibre Devices

(UK) Ltd.  
(5)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAPONTSEV VALENTIN P C/O IPG PHOTONICS CORPORATION 50 OLD WEBSTER ROAD OXFORD, MA 01540	X	X	CEO & Chairman of the Board	

## Signatures

Angelo P. Lopresti,  
Attorney-at-law

12/28/2007

\*\*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 in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on August 23, 2007.
  - (2) Sales ranged from \$20.03 to \$20.69 as follows: 200 shares at \$20.03; 900 shares at \$20.06; 300 shares at \$20.10; 500 shares at \$20.12; 1,200 shares at \$20.15; 788 shares at \$20.16; 534 shares at \$20.17; 900 shares at \$20.18; 2,030 shares at \$20.19; 766 shares at \$20.20; 1,282 shares at \$20.21; 400 shares at \$20.22; 5,600 shares at \$20.22; 302 shares at \$20.23; 300 shares at \$20.24; 298 shares at \$20.25;

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100 shares at \$20.26; 2 shares at \$20.30; 1,266 shares at \$20.31; 200 shares at \$20.32; 234 shares at \$20.33; 100 shares at \$20.34; 800 shares at \$20.37; 788 shares at \$20.38; 100 shares at \$20.41; 12 shares at \$20.43; and 100 shares at \$20.69.

- (3) Sales ranged from \$20.02 to \$20.69 as follows: 100 shares at \$20.02; 100 shares at \$20.03; 800 shares at \$20.06; 100 shares at \$20.09; 200 shares at \$20.10; 700 shares at \$20.12; 916 shares at \$20.15; 2,250 shares at \$20.16; 569 shares at \$20.17; 1,200 shares at \$20.18; 2,582 shares at \$20.19; 1,288 shares at \$20.20; 200 shares at \$20.21; 618 shares at \$20.21; 200 shares at \$20.22; 5,012 shares at \$20.22; 507 shares at \$20.23; 500 shares at \$20.24; 158 shares at \$20.25; 100 shares at \$20.30; 800 shares at \$20.31; 900 shares at \$20.33; 200 shares at \$20.34; 100 shares at \$20.35; 1,300 shares at \$20.37; 1,200 shares at \$20.38; 100 shares at \$20.41; 200 shares at \$20.43; and 100 shares at \$20.69.

- (4) Sales ranged from \$19.95 to \$20.43 as follows: 100 shares at \$19.95; 200 shares at \$20.14; 100 shares at \$20.15; 200 shares at \$20.15; 500 shares at \$20.16; 2100 shares at \$20.16; 100 shares at \$20.17; 1490 shares at \$20.18; 200 shares at \$20.19; 710 shares at \$20.19; 200 shares at \$20.20; 1900 shares at \$20.20; 100 shares at \$20.21; 300 shares at \$20.21; 100 shares at \$20.22; 100 shares at \$20.23; 500 shares at \$20.24; 1100 shares at \$20.25; 400 shares at \$20.26; 100 shares at \$20.27; 400 shares at \$20.27; 700 shares at \$20.28; 1100 shares at \$20.29; 1800 shares at 20.30; 1100 shares at \$20.31; 500 shares at \$20.32; 800 shares at \$20.33; 500 shares at \$20.34; 1100 shares at \$20.35; 100 shares at \$20.36; 100 shares at \$20.37; 1100 shares at \$20.38; 100 shares at \$20.41; and 100 shares at \$20.43.

- (5) The reporting person is the managing director of IP Fibre Devices (UK) Ltd. and has voting and investment power with respect to the shares held of record by IP Fibre Devices (UK) Ltd. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of the beneficial ownership of all the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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