Ovtchinnikov Alexander Form 4 May 05, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

(11mt of Type I	xesponses)							
1. Name and A Ovtchinniko	Symbol		Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (N	fiddle) 3. Date of	Earliest Tr	ransaction	(Chee	к ан аррисаотс	,	
C/O IPG PH CORPORA' WEBSTER	TION, 50 OLD	(Month/D 05/03/20	•		DirectorX Officer (give below)		Owner er (specify	
	4. If Ame	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
OXFORD, I	MA 01540	Filed(Mor	nth/Day/Year)	Applicable Line) _X_ Form filed by O Form filed by M Person			
(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative Securities Acq	uired, Disposed of	f, or Beneficial	ly Owne	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Natur Indirect Benefic Owners	

(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 r(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	05/03/2010		M	487	A	\$ 8.26	117,818	D	
Common Stock	05/03/2010		S <u>(1)</u>	487	D	\$ 18.26 (2)	117,331	D	
Common stock	05/04/2010		M	5,844	A	\$ 8.26	123,175	D	
Common Stock	05/04/2010		S <u>(1)</u>	5,844	D	\$ 19.02 (3)	117,331	D	

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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. Transactic 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 8.26	05/03/2010		M	487	<u>(4)</u>	02/25/2019	Common Stock	487
Employee Stock Option (right to buy)	\$ 8.26	05/04/2010		M	5,844	<u>(4)</u>	02/25/2019	Common Stock	5,844

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips					
•	Director	10% Owner	Officer	Other		

Ovtchinnikov Alexander C/O IPG PHOTONICS CORPORATION 50 OLD WEBSTER ROAD OXFORD, MA 01540

Vice President

Signatures

Angelo P. Lopresti,

Attorney-in-fact 05/05/2010

**Signature of Reporting Person Date

Reporting Owners 2

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 November 11, 2009.
- The reported transaction involved sales transactions from \$18.15 to \$18.34 per share. 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 involved sales transactions from \$19.00 to \$19.08 per share. 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) Vesting 50% on December 1, 2009 and the balance in 12 equal monthly installments commencing January 1, 2010 through December 1, 2010 inclusive.

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.