

IPG PHOTONICS CORP  
Form 4  
December 05, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**GAUTHIER HENRY E**

(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)  
**12/03/2014**

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)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/03/2014		M		1,467	A	\$ 20.32
Common Stock	12/03/2014		M		3,333	A	\$ 18.42
Common Stock	12/03/2014		S <sup>(1)</sup>		4,800	D	\$ 75.96
							(2)

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

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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 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
Director Stock Option (right to buy)	\$ 20.32	12/03/2014		M	1,467	<sup>(3)</sup> 06/11/2017	Common Stock	1,467
Common Stock	\$ 18.41	12/03/2014		M	3,333	<sup>(4)</sup> 06/09/2018	Common Stock	3,333

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

GAUTHIER HENRY E  
C/O IPG PHOTONICS CORPORATION  
50 OLD WEBSTER ROAD  
OXFORD, MA 01540

X

## Signatures

/s/ Angelo Lopresti,  
Attorney-in-fact

12/04/2014

\*\*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 June 11, 2014.

The reported transaction involves sales transactions from \$75.01 to \$76.49 per share. The weighted average price per share was \$75.96.

(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.

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- (3) These options vest in four annual installments beginning with 1,666 shares on June 12, 2008, 1,667 shares on June 12, 2009, 1,667 shares on June 12, 2010 and 1,667 shares on June 12, 2011.
- (4) These options vest in four annual installments beginning with 1,667 shares on June 10, 2009, 1,667 shares on June 10, 2010, 1,666 shares on June 10, 2011 and 1,667 shares on June 10, 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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