

CHILD MICHAEL C
Form 4
December 09, 2010

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 *
CHILD MICHAEL C

(Last) (First) (Middle)

JOHN HANCOCK TOWER, 200
CLARENDON ST. 56TH FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IPG PHOTONICS CORP [IPGP]

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2010

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/07/2010		M		5,000	A	\$ 6.45
Common Stock	12/07/2010		M		3,334	A	\$ 20.32
Common Stock	12/07/2010		M		1,667	A	\$ 18.41
Common Stock	12/07/2010		S		10,001	D	\$ 31.2112
							11,912
							15,246
							16,913
							6,912
							D
							D
							D
							D

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. Amount or Number of Shares
Stock Options (right to buy)	\$ 6.45	12/07/2010		M	5,000	<u>(1)</u> 06/21/2016	Common Stock	5,000
Stock Options (right to buy)	\$ 20.32	12/07/2010		M	3,334	<u>(2)</u> 06/11/2017	Common Stock	3,334
Stock Options (right to buy)	\$ 18.41	12/07/2010		M	1,667	<u>(3)</u> 06/09/2018	Common Stock	1,667
Stock Options (right to buy)	\$ 11.07					<u>(4)</u> 06/08/2019	Common Stock	6,667
Stock Options (right to buy)	\$ 15.36					<u>(5)</u> 06/07/2020	Common Stock	6,667

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

CHILD MICHAEL C
JOHN HANCOCK TOWER
200 CLARENDON ST. 56TH FLOOR
BOSTON, MA 02116

Signatures

Michael C. Child 12/09/2010

__Signature of Reporting Person Date

By: Thomas P. Alber,
Attorney-in-Fact 12/09/2010

__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 option become exercisable on 6/21/2010.
- (2) The remaining option vests in two equal installments beginning on 6/12/10.
- (3) The remaining option is exercisable in three equal installments beginning on 6/10/10.
- (4) The option is exercisable 100% on earlier of 6/10/2010 or date of 2010 annual stockholder meeting of Issuer.
- (5) The option is exercisable 100% on earlier of 6/8/2011 or date of 2011 annual stockholder meeting of Issuer.

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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