

IPG PHOTONICS CORP  
Form 4  
September 26, 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)  
09/24/2007

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 Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	09/24/2007		S <sup>(1)</sup>			8,747	D	\$ 18.7315	11,786,494	D	
								(2) (3)			
Common Stock	09/24/2007		S <sup>(1)</sup>			17,319	D	\$ 18.7315	8,186,684	I	Through IP Fibre Devices (UK) Ltd. (5)
Common Stock	09/25/2007		S <sup>(1)</sup>			7,919	D	\$ 18.814 (4)	11,778,575	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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(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. 3 and 4)
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**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-in-fact  
Date: 09/26/2007

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 by the reporting person on August 23, 2007.
- (2) Sales ranged from \$18.25 to \$18.97 as follows: 26 shares at \$18.25; 101 shares at \$18.29; 59 shares at \$18.30; 24 shares at \$18.31; 201 shares at \$18.32; 67 shares at \$18.33; 34 shares at \$18.36; 34 shares at \$18.40; 34 shares at \$18.46; 430 shares at \$18.50; 166 shares at \$18.51; 101 shares at \$18.52; 18 shares at \$18.53; 101 shares at \$18.55; 67 shares at \$18.56; 34 shares at \$18.57; 110 shares at \$18.58; 159 shares at \$18.59; 302 shares at \$18.61; 336 shares at \$18.63; 268 shares at \$18.64; 34 shares at \$18.65; 470 shares at \$18.69; 161 shares at \$18.70; 67 shares at \$18.71; 336 shares at \$18.72; 168 shares at \$18.73; 34 shares at \$18.74; 869 shares at \$18.75; 34 shares at \$18.76; 267 shares at \$18.77; 33 shares at \$18.7750; 101 shares at \$18.78; 67 shares at \$18.79; 201 shares at \$18.80; 235 shares at \$18.81; 101 shares at \$18.82; 101 shares at \$18.83; 101 shares at \$18.84; 101 shares at \$18.85; 101 shares at \$18.86; 101 shares at \$18.87; 101 shares at \$18.88; 101 shares at \$18.89; 101 shares at \$18.90; 101 shares at \$18.91; 101 shares at \$18.92; 101 shares at \$18.93; 101 shares at \$18.94; 101 shares at \$18.95; 101 shares at \$18.96; 101 shares at \$18.97.

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\$18.81; 67 shares at \$18.83; 67 shares at \$18.84; 336 shares at \$18.85; 168 shares at \$18.86--Continued in Footnote (3).

- (3) Continued from Footnote (2): 155 shares at \$18.87; 34 shares at \$18.8750; 68 shares at \$18.88; 134 shares at \$18.89; 201 shares at \$18.90; 101 shares at \$18.91; 470 shares at \$18.92; 171 shares at \$18.93; 476 shares at \$18.94; 67 shares at \$18.9450; 134 shares at \$18.95; 168 shares at \$18.9550; 147 at \$18.96; 34 shares at \$18.97.

- (4) Sales ranged from \$18.62 to \$18.94 as follows: 34 shares at \$18.62; 67 shares at \$18.64; 201 shares at \$18.65; 101 shares at \$18.67; 34 shares at \$18.68; 470 shares at \$18.69; 168 shares at \$18.70; 3 shares at \$18.71; 336 shares at \$18.72; 107 shares at \$18.73; 161 shares at \$18.74; 435 shares at \$18.75; 67 shares at \$18.76; 201 shares at \$18.78; 403 shares at \$18.79; 235 shares at \$18.80; 336 shares at \$18.81; 973 shares at \$18.82; 134 shares at \$18.83; 302 shares at \$18.84; 235 shares at \$18.85; 34 shares at \$18.86; 839 shares at \$18.87; 470 shares at \$18.88; 97 shares at \$18.89; 771 shares at \$18.90; 235 shares at \$18.91; 302 shares at \$18.92; 67 shares at \$18.93; 34 shares at \$18.95; 67 shares at \$18.94.

- (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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