

IPG PHOTONICS CORP
Form 4
March 20, 2008

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 *
Mammen Timothy PV

(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)
03/18/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Vice President & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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			
Common Stock	03/18/2008		M			25,000	\$ 1.5	131,430	D
Common Stock	03/18/2008		M			16,878	\$ 1.5	148,308	D
Common Stock	03/18/2008		M			2,308	\$ 1.5	150,616	D
Common Stock	03/18/2008		M			16,667	\$ 1.5	167,283	D
Common Stock	03/18/2008		M			16,667	\$ 1.5	183,950	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 1.5	03/18/2008		M	25,000	<u>(1)</u> 09/20/2012	Common Stock 25,000
Employee Stock Option (right to buy)	\$ 1.5	03/18/2008		M	16,878	<u>(2)</u> 03/18/2013	Common Stock 16,878
Employee Stock Option (right to buy)	\$ 1.5	03/18/2008		M	2,308	<u>(3)</u> 06/10/2013	Common Stock 2,308
Employee Stock Option (right to buy)	\$ 1.5	03/18/2008		M	16,667	<u>(4)</u> 03/03/2014	Common Stock 16,667
Employee Stock Option (right to buy)	\$ 1.5	03/18/2008		M	16,667	<u>(5)</u> 03/03/2014	Common Stock 16,667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mammen Timothy PV C/O IPG PHOTONICS CORPORATION 50 OLD WEBSTER ROAD OXFORD, MA 01540			Vice President & CFO	

Signatures

Angelo P. Lopresti,
Attorney-in-fact
03/20/2008

**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) These options became exercisable in 1 installment beginning on 1/1/2003.
- (2) These options became exercisable in 1 installment beginning on 3/31/2003.
- (3) These options became exercisable in 1 installment beginning on 6/10/2003.
- (4) These options became exercisable in 1 installment beginning on 3/3/2004.
- (5) These options became exercisable in 3 equal annual installments beginning on 3/3/2005.

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.