

IPG PHOTONICS CORP
Form 4
December 28, 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 *
IP FIBRE DEVICES LTD

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O IPG PHOTONICS CORPORATION, 50 OLD WEBSTER ROAD

3. Date of Earliest Transaction (Month/Day/Year)
12/24/2007

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

(Street)
OXFORD, MA 01540

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 (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 | 12/24/2007 | 12/27/2007 | S ⁽¹⁾ | 23,000 | D | 20.22 | 8,052,002 | D |
| | | | | | | \$ | | |
| Common Stock | 12/26/2007 | 12/27/2007 | S ⁽¹⁾ | 20,000 | D | 20.25 | 8,032,002 | D |
| | | | | | | \$ | | |

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

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number.

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. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| IP FIBRE DEVICES LTD C/O IPG PHOTONICS CORPORATION 50 OLD WEBSTER ROAD OXFORD, MA 01540 | | X | | |

Signatures

Angelo P. Lopresti,
Attorney-in-fact
Date: 12/28/2007

**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.
Sales ranged from \$20.02 to \$20.69 as follows: 100 shares at \$20.02; 100 shares at \$20.03; 800 shares at \$20.06; 100 shares at \$20.09; 200 shares at \$20.10; 700 shares at \$20.12; 916 shares at \$20.15; 2,250 shares at \$20.16; 569 shares at \$20.17; 1,200 shares at \$20.18; 2,582 shares at \$20.19; 1,288 shares at \$20.20; 200 shares at \$20.21; 618 shares at \$20.21; 200 shares at \$20.22; 5,012 shares at \$20.22; 507 shares at \$20.23; 500 shares at \$20.24; 158 shares at \$20.25; 100 shares at \$20.30; 800 shares at \$20.31; 900 shares at \$20.33; 200 shares at \$20.34; 100 shares at \$20.35; 1,300 shares at \$20.37; 1,200 shares at \$20.38; 100 shares at \$20.41; 200 shares at \$20.43; and 100 shares at \$20.69.
- (3) Sales ranged from \$19.95 to \$20.43 as follows: 100 shares at \$19.95; 200 shares at \$20.14; 100 shares at \$20.15; 200 shares at \$20.15; 500 shares at \$20.16; 2100 shares at \$20.16; 100 shares at \$20.17; 1490 shares at \$20.18; 200 shares at \$20.19; 710 shares at \$20.19; 200 shares at \$20.20; 1900 shares at \$20.20; 100 shares at \$20.21; 300 shares at \$20.21; 100 shares at \$20.22; 100 shares at \$20.23; 500 shares at \$20.24; 1100 shares at \$20.25; 400 shares at \$20.26; 100 shares at \$20.27; 400 shares at \$20.27; 700 shares at \$20.28; 1100 shares at \$20.29; 1800 shares at 20.30; 1100 shares at \$20.31; 500 shares at \$20.32; 800 shares at \$20.33; 500 shares at \$20.34; 1100

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shares at \$20.35; 100 shares at \$20.36; 100 shares at \$20.37; 1100 shares at \$20.38; 100 shares at \$20.41; and 100 shares at \$20.43.

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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