Mammen Timothy PV Form 4 May 05, 2010

FORM 4

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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

1(b).

(Print or Type Responses)

05/03/2010

05/03/2010

05/03/2010

05/03/2010

Stock

Stock

Stock

Stock

Common

Common

Common

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Mammen Timothy PV Issuer Symbol IPG PHOTONICS CORP [IPGP] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title C/O IPG PHOTONICS 05/05/2010 below) CORPORATION, 50 OLD Vice President & CFO WEBSTER ROAD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting OXFORD, MA 01540 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 4. Securities Acquired 1. Title of 3. 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned Ownership (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Price Code V Amount (D) Common

M

 $S^{(1)}$

M

 $S^{(1)}$

33,334

33,334

6,667

6,667

Α

D

A

129,708

96,374

D

D

\$ 1.5

18.77

(2)

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

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SEC 1474 (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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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
Common Stock	\$ 1.5	05/03/2010		M	33,334	<u>(4)</u>	06/14/2012	Common Stock	33,334
Common Stock	\$ 1.88	05/03/2010		M	6,667	<u>(5)</u>	09/22/2015	Common	6,667

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 05/05/2010

**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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 15, 2009.
- The reported transaction involved sales transactions from \$18.50 to \$18.87 per share. 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.

 (3) The reported transaction involved sales transactions from \$19.00 to \$19.08 per share. 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

Reporting Owners 2

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price.

- (4) These options are exercisable in four equal annual installments of 8,334 shares beginning on 6/14/2002.
- (5) These options are exercisable in four equal annual installments of 3,334 shares beginning on 9/22/2006.

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.