GAPONTSEV VALENTIN P

Form 4

October 28, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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OMB APPROVAL

3235-0287

January 31,

OMB

Number:

Expires:

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

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subject to

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)

1. Name and Ad GAPONTSE	^	_	2. Issuer Name and Ticker or Trading Symbol IPG PHOTONICS CORP [IPGP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) C/O IPG PHOTO CORPORATE WEBSTER I	TION, 50 OI	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/26/2010	_X_ DirectorX_ 10% OwnerX_ Officer (give title Other (specification) below) CEO & Chairman of the Board			
OXFORD, M	(Street) 1A 01540		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabla I - Nan-Darivativa Sacurities Ac	equired Disposed of ar Reneficially Owner			

(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. Transactic Code (Instr. 8)	(A) or		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)	
Common Stock	10/26/2010		S <u>(1)</u>	19,500	D	\$ 21.88 (2)	7,796,602	I	Through IP Fibre Devices (UK) Ltd.
Common Stock	10/27/2010		S <u>(1)</u>	6,400	D	\$ 22.09 (3)	7,790,202	I	Through IP Fibre Devices (UK) Ltd.
	10/28/2010		S <u>(1)</u>	27,100	D		7,763,102	I	

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Common	\$	Through
Stock	22.03	IP Fibre
	<u>(4)</u>	Devices
		(UK) Ltd.
		(5)

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)

Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio		6. Date Exerc Expiration D	ate	7. Titl	int of	8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	, ,	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting o wher runner runners	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-at-law

**Signature of Reporting Person Dat

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)

Reporting Owners 2

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The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 13, 2010.

- The reported transaction involved sales transactions from \$21.80 to \$22.07 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.
- The reported transaction involved sales transactions from \$22.00 to \$22.21 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.
- The reported transaction involved sales transactions from \$22.00 to \$22.17 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.
 - 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
- (5) 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. 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.