

Mammen Timothy PV
Form 4/A
March 03, 2011

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(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)

03/01/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/02/2011

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2011		A		3,700	A	\$ 0 ⁽²⁾	70,074	D	
Common Stock	03/01/2011		M		5,334	A	\$ 5.37	75,408	D	
Common Stock	03/01/2011		S ⁽¹⁾		11,334	D	\$ 54.96 ⁽³⁾	64,074	D	
Common Stock	03/02/2011		M		8,000	A	\$ 5.37	72,074	D	
	03/02/2011		S ⁽¹⁾		18,000	D		54,074	D	

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Common
Stock

\$
53.73
(4)

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. 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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 53.76	03/01/2011		A		21,600		<u>(2)</u>	02/28/2021	Common Stock	21,600
Employee Stock Options (right to buy)	\$ 5.37	03/01/2011		M		5,334		<u>(5)</u>	04/18/2016	Common Stock	5,334
Employee Stock Options (right to buy)	\$ 5.37	03/02/2011		M		8,000		<u>(5)</u>	04/18/2016	Common Stock	8,000

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

03/03/2011

__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) Pursuant to a 10b5-1 trading plan adopted by Reporting Person.
- (2) Grant of restricted stock units and stock options vesting 25% on March 31, 2015, June 30, 2015, September 30, 2015 and December 31, 2015.

The reported transaction involved sales transactions from \$53.70 to \$56.36 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 \$52.67 to \$54.51 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.
- (4) 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.
- (5) These options were exercisable in 5 equal annual installments starting April 18, 2007.

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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