

Ovtchinnikov Alexander  
Form 4  
June 01, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ovtchinnikov Alexander

(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)

05/27/2011

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 \_\_\_\_ Other (specify  
below) below)

Vice President

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 05/27/2011                              |                                                             | M                                       | 4,200                                                                   | A \$ 5.37 114,816                                                                                                  | D                                                                    |                                         |
| Common<br>Stock                       | 05/27/2011                              |                                                             | S <sup>(1)</sup>                        | 4,200                                                                   | D \$ 75.48 110,616                                                                                                 | D                                                                    |                                         |
| Common<br>Stock                       | 05/31/2011                              |                                                             | M                                       | 5,800                                                                   | A \$ 5.37 116,416                                                                                                  | D                                                                    |                                         |
| Common<br>Stock                       | 05/31/2011                              |                                                             | S <sup>(1)</sup>                        | 5,800                                                                   | D \$ 75.07 110,616                                                                                                 | D                                                                    |                                         |

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|              |            |                  |     |   |                               |         |   |
|--------------|------------|------------------|-----|---|-------------------------------|---------|---|
| Common Stock | 06/01/2011 | M                | 687 | A | \$ 8.26                       | 111,303 | D |
| Common Stock | 06/01/2011 | S <sup>(1)</sup> | 687 | D | \$<br>75.94<br><sup>(4)</sup> | 110,616 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 (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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Employee Stock Option (right to buy)       | \$ 5.37                                                | 05/27/2011                           |                                                    | M                              | 4,200                                                                          | <sup>(5)</sup> 04/18/2016                                | Common Stock                                                  | 688                           |
| Employee Stock Option (right to buy)       | \$ 5.37                                                | 05/31/2011                           |                                                    | M                              | 5,800                                                                          | <sup>(5)</sup> 04/18/2016                                | Common Stock                                                  | 5,800                         |
| Employee Stock Option (right to buy)       | \$ 8.26                                                | 06/01/2011                           |                                                    | M                              | 687                                                                            | <sup>(6)</sup> 02/26/2019                                | Common Stock                                                  | 687                           |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Ovtchinnikov Alexander  
C/O IPG PHOTONICS CORPORATION  
50 OLD WEBSTER ROAD  
OXFORD, MA 01540

Vice President

## Signatures

Angelo P. Lopresti,  
Attorney-in-fact

06/01/2011

\_\_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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 9, 2011.  
The reported transaction involved sales transactions from \$75.00 to \$76.34 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.
- (2) The reported transaction involved sales transactions from \$75.00 to \$75.36 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 \$75.15 to \$76.54 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) These options are exercisable in five equal installments beginning April 18, 2007.
- (5) Vesting in 32 equal monthly installments commencing May 1, 2011 through December 1, 2013 inclusive.

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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