

CHILD MICHAEL C  
Form 4  
November 12, 2009

**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 \*  
**CHILD MICHAEL C**

(Last) (First) (Middle)

**JOHN HANCOCK TOWER, 200  
CLARENDON ST. 56TH FLOOR**

(Street)

**BOSTON, MA 02116**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/10/2009**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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	11/10/2009		M		33,334	A	\$ 1.5
Common Stock	11/10/2009		S		33,334	D	\$ 15.7039
Common Stock	11/11/2009		M		33,334	A	\$ 1.5
Common Stock	11/11/2009		M		20,000	A	\$ 1.5
Common Stock	11/11/2009		S		53,334	D	\$ 15.8794

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

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(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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Options (right to buy)	\$ 6.45					<u>(1)</u>	06/21/2016	Common Stock	6,667
Stock Options (right to buy)	\$ 20.32					<u>(2)</u>	06/11/2017	Common Stock	6,667
Stock Options (right to buy)	\$ 18.41					<u>(3)</u>	06/09/2018	Common Stock	6,667
Stock Options (right to buy)	\$ 11.07					<u>(4)</u>	06/08/2019	Common Stock	6,667

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHILD MICHAEL C JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR			X	

BOSTON, MA 02116

## Signatures

Michael C. Child 11/12/2009

\_\_Signature of Reporting Person Date

By: Thomas P. Alber, 11/12/2009  
Attorney-in-Fact

\_\_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 option is exercisable in four equal installments of 1,667 shares. The first installment becomes exercisable on 6/21/2007.
- (2) The option vests in four equal installments beginning on 6/12/08.
- (3) The option is exercisable in four equal installments beginning on 6/10/09.
- (4) The option is exercisable 100% on earlier of 6/10/2010 or date of 2010 annual stockholder meeting of Issuer.

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.