

IPG PHOTONICS CORP
Form 4
September 26, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
IP FIBRE DEVICES LTD

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O IPG PHOTONICS CORPORATION, 50 OLD WEBSTER ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/24/2007

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

OXFORD, MA 01540

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(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. 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|--|-----|-------|
| | | | | Code | V | Amount | | | | (D) | Price |
| Common Stock | 09/24/2007 | | S ⁽¹⁾ | | | 17,319 | D | \$ 18.7315 (2) (3) | 8,186,683 | D | |
| Common Stock | 09/25/2007 | | S ⁽¹⁾ | | | 15,681 | D | \$ 18.814 (4) | 8,171,002 | D | |

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

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SEC 1474
(9-02)

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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) | 9. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

IP FIBRE DEVICES LTD
C/O IPG PHOTONICS CORPORATION
50 OLD WEBSTER ROAD
OXFORD, MA 01540

X

Signatures

Angelo P. Lopresti,
Attorney-in-fact

09/26/2007

__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 August 23, 2007.

Sales ranged from \$18.25 to \$18.97 as follows: 52 shares at \$18.25; 199 shares at \$18.29; 118 shares at \$18.30; 49 shares at \$18.31; 399 shares at \$18.32; 133 shares at \$18.33; 66 shares at \$18.36; 66 shares at \$18.40; 66 shares at \$18.46; 852 shares at \$18.50; 330 shares at \$18.51; 199 shares at \$18.52; 37 shares at \$18.53; 199 shares at \$18.55; 134 shares at \$18.56; 66 shares at \$18.57; 217 shares at \$18.58; 314 shares at \$18.59; 598 shares at \$18.61; 664 shares at \$18.63; 532 shares at \$18.64; 66 shares at \$18.65; 930 shares at \$18.69; 319 shares at \$18.70; 133 shares at \$18.71; 664 shares at \$18.72; 332 shares at \$18.73; 66 shares at \$18.74; 1,721 shares at \$18.75; 66 shares at \$18.76; 533 shares at \$18.77; 67 shares at \$18.7750; 199 shares at \$18.78; 133 shares at \$18.79; 399 shares at \$18.80; 465 shares at \$18.81; 133 shares at \$18.83; 133 shares at \$18.84; 664 shares at \$18.85; 332 shares at \$18.86; 307 shares \$18.87--Continued in Footnote (3).

(3) Continued from Footnote (2): 66 shares at \$18.8750; 136 shares at \$18.88; 266 shares at \$18.89; 399 shares at \$18.90; 199 shares at \$18.91; 930 shares at \$18.92; 339 shares at \$18.93; 944 shares at \$18.94; 133 shares at \$18.9450; 266 shares at \$18.95; 332 shares at \$18.9550; 291 shares at \$18.96; 66 shares at \$18.97.

(4) Sales ranged from \$18.62 to \$18.94 as follows: 66 shares at \$18.62; 133 shares at \$18.64; 399 shares at \$18.65; 199 shares at \$18.67; 66 shares at \$18.68; 930 shares at \$18.69; 332 shares at \$18.70; 7 shares at \$18.71; 664 shares at \$18.72; 214 shares at \$18.73; 318 shares at \$18.74; 133 shares at \$18.75; 66 shares at \$18.76; 66 shares at \$18.77; 66 shares at \$18.78; 66 shares at \$18.79; 66 shares at \$18.80; 66 shares at \$18.81; 66 shares at \$18.82; 66 shares at \$18.83; 66 shares at \$18.84; 66 shares at \$18.85; 66 shares at \$18.86; 66 shares at \$18.87; 66 shares at \$18.88; 66 shares at \$18.89; 66 shares at \$18.90; 66 shares at \$18.91; 66 shares at \$18.92; 66 shares at \$18.93; 66 shares at \$18.94; 66 shares at \$18.95; 66 shares at \$18.96; 66 shares at \$18.97.

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\$18.74; 865 shares at \$18.75; 133 shares at \$18.76; 399 shares at \$18.78; 797 shares at \$18.79; 465 shares at \$18.80; 664 shares at \$18.81; 1,927 shares at \$18.82; 266 shares at \$18.83; 598 shares at \$18.84; 465 shares at \$18.85; 66 shares at \$18.86; 1,661 shares at \$18.87; 930 shares at \$18.88; 193 shares at \$18.89; 1,528 shares at \$18.90; 466 shares at \$18.91; 598 shares at \$18.92; 133 shares at \$18.93; 66 shares at \$18.95; 133 shares at \$18.94.

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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