

Shiner William H  
Form 4  
November 08, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Shiner William H

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)

3. Date of Earliest Transaction (Month/Day/Year)  
11/04/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, Industrial Products

C/O IPG PHOTONICS CORPORATION, 50 OLD WEBSTER ROAD

(Street)

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

OXFORD, MA 01540

(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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	11/04/2011		M	A	\$ 6.45	40,703	D
Common Stock	11/04/2011		M	A	\$ 8.26	46,235	D
Common Stock	11/04/2011		S	D	\$ 51.23	34,036	D
				(1)			

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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 6.45	11/04/2011		M	6,667	<u>(2)</u> 06/21/2016	Common Stock	6,667
Employee Stock Option (right to buy)	\$ 8.26	11/04/2011		M	3,938	<u>(3)</u> 02/25/2019	Common Stock	3,938
Employee Stock Option (right to buy)	\$ 8.26	11/04/2011		M	1,594	<u>(4)</u> 02/25/2019	Common Stock	1,594

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Shiner William H  
C/O IPG PHOTONICS CORPORATION  
50 OLD WEBSTER ROAD  
OXFORD, MA 01540

VP, Industrial Products

## Signatures

Angelo P. Lopresti,  
Attorney-in-fact

11/08/2011

\_\_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).

- The reported transaction involved sales transactions from \$50.42 to \$51.97 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.
- (1) 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) These options are exercisable in 5 equal annual installments beginning on 6/21/07.
  - (3) Vesting in 32 equal monthly installments commencing May 1, 2011 through December 1, 2013 inclusive.
  - (4) Vesting 50% on December 1, 2009 and the balance in 12 equal monthly installments commencing January 1, 2010 through December 1, 2010 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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