

BuAbbud George H
 Form 4
 May 08, 2008

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 *
 BuAbbud George 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)
 C/O IPG PHOTONICS CORPORATION, 50 OLD WEBSTER ROAD

3. Date of Earliest Transaction (Month/Day/Year)
 05/06/2008

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

(Street)
 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 Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 05/06/2008 | | M | | 10,000 | A | \$ 1.5 30,000 | D |
| Common Stock | 05/06/2008 | | S ⁽¹⁾ | | 10,000 | D | \$ 18.5 ⁽²⁾ 20,000 | D |
| Common Stock | 05/07/2008 | | M | | 25,000 | A | \$ 1.5 45,000 | D |
| Common Stock | 05/07/2008 | | S ⁽¹⁾ | | 25,000 | D | \$ 19.94 ⁽³⁾ 20,000 | D |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 1.5 | 05/06/2008 | | M | 10,000 | <u>(4)</u> 06/14/2012 | Common Stock 10,000 |
| Employee Stock Option (right to buy) | \$ 1.5 | 05/07/2008 | | M | 25,000 | <u>(4)</u> 06/14/2012 | Common Stock 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| BuAbbud George H C/O IPG PHOTONICS CORPORATION 50 OLD WEBSTER ROAD OXFORD, MA 01540 | | | Vice President | |

Signatures

Angelo P. Lopresti,
Attorney-in-fact
05/08/2008

**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 7, 2008.
- (2) Sales ranged from \$18.00 to \$19.00 as follows: 5,000 shares at \$18.00 and 5,000 shares at \$19.00.
Sales ranged from \$19.38 to \$20.00 as follows: 86 shares at \$19.38; 14 shares at \$19.50; 100 shares at \$19.61; 56 shares at \$19.62; 100 shares at \$19.62; 44 shares at \$19.63; 100 shares at \$19.64; 600 shares at \$19.65; 203 shares at \$19.71; 100 shares at \$19.72; 200 shares at \$19.73; 200 shares at \$19.74; 100 shares at \$19.75; 97 shares at \$19.76; 100 shares at \$19.77; 100 shares at \$19.78; 800 shares at \$19.81; 200 shares at \$19.82; 100 shares at \$19.87; 100 shares at \$19.88; 400 shares at \$19.89; 400 shares at \$19.90; 500 shares at \$19.91; 1,700 shares at \$19.92; 100 shares at \$19.94; 1,700 shares at \$19.96; 2,795 shares at \$19.97; 3,105 shares at \$19.98; 100 shares at \$19.99; and 10,800 shares at \$20.00.
- (3) Mr. BuAbbud was granted options to purchase 200,000 shares. 20,000 of these options vested immediately, and the remaining vested in four equal annual installments of 50,000 shares beginning on 6/14/03.
- (4)

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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