

Shcherbakov Eugene A  
 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 \*  
 Shcherbakov Eugene A

(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)  
 05/06/2008

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)  
 Managing Director of IPG Laser

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	(D)	Price
							\$
Common Stock	05/06/2008		S <sup>(1)</sup>		150,000	D	18.17 (2) (3) (4)
					39,994	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. Number of Derivative Securities Owned Beneficially (Instr. 5)
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**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shcherbakov Eugene A C/O IPG PHOTONICS CORPORATION 50 OLD WEBSTER ROAD OXFORD, MA 01540	X		Managing Director of IPG Laser	

**Signatures**

Angelo P. Lopresti,  
Attorney-in-fact  
Date: 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 14, 2008.  
Sales ranged from \$17.50 to \$19.06 as follows: 19,177 shares at \$17.50; 100 shares at \$17.51; 1,600 shares at \$17.51; 2,100 shares at \$17.52; 100 shares at \$17.53; 300 shares at \$17.53; 300 shares at \$17.54; 100 shares at \$17.54; 100 shares at \$17.54; 490 shares at \$17.54; 100 shares at \$17.55; 1,568 shares at \$17.55; 200 shares at \$17.56; 2,199 shares at \$17.57; 2,400 shares at \$17.58; 1,500 shares at \$17.59; 100 shares at \$17.59; 1,500 shares at \$17.60; 1,200 shares at \$17.61; 1,200 shares at \$17.62; 300 shares at \$17.64; 1,800 shares at \$17.65; 2,700 shares at \$17.66; 17 shares at \$17.67; 300 shares at \$17.69; 124 shares at \$17.71; 400 shares at \$17.73; 1,542 shares at \$17.74; 283 shares at \$17.83; 100 shares at \$17.87; 1,100 shares at \$17.91; 500 shares at \$17.96; 4,200 shares at \$17.97; 200 shares at \$17.98; 100 shares at \$17.99; 9,600 shares at \$18.00; 600 shares at \$18.03; 2,500 shares at \$18.04; 200 shares at \$18.05; 600 shares at \$18.06; Cont. in footnote 3.
- (3) 900 shares at \$18.07; 800 shares at \$18.08; 200 shares at \$18.09; 500 shares at \$18.10; 100 shares at \$18.11; 1,000 shares at \$18.14; 1,000 shares at \$18.15; 500 shares at \$18.21; 800 shares at \$18.22; 2,300 shares at \$18.27; 600 shares at \$18.28; 200 shares at \$18.29; 400 shares at \$18.30; 200 shares at \$18.31; 2,376 shares at \$18.32; 200 shares at \$18.33; 2,464 shares at \$18.34; 400 shares at \$18.35; 300 shares at \$18.36; 200 shares at \$18.37; 300 shares at \$18.38; 400 shares at \$18.40; 600 shares at \$18.41; 550 shares at \$18.42; 1,000 shares at \$18.43; 2,210 shares at \$18.44; 2,200 shares at \$18.45; 600 shares at \$18.46; 2,800 shares at \$18.47; 1,500 shares at \$18.48; 200

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shares at \$18.49; 3,600 shares at \$18.49; 22,020 shares at \$18.50; 1,200 shares at \$18.51; 2,600 shares at \$18.52; 180 shares at \$18.53; 2,100 shares at \$18.54; 200 shares at \$18.55; 100 shares at \$18.57; 448 shares at \$18.58; Cont. in footnote 4.

300 shares at \$18.59; 900 shares at \$18.60; 1,200 shares at \$18.60; 2,176 shares at \$18.61; 100 shares at \$18.62; 2,500 shares at \$18.62; 200 shares at \$18.62; 576 shares at \$18.63; 300 shares at \$18.64; 1,400 shares at \$18.64; 300 shares at \$18.65; 300 shares at \$18.66; 1,300 shares at \$18.67; 400 shares at \$18.69; 1,000 shares at \$18.69; 1,202 shares at \$18.70; 123 shares at \$18.71; 600 shares at \$18.71; (4) 1,100 shares at \$18.72; 100 shares at \$18.73; 1,075 shares at \$18.75; 2,300 shares at \$18.76; 1,060 shares at \$18.77; 200 shares at \$18.78; 100 shares at \$18.81; 740 shares at \$18.82; 200 shares at \$18.84; 100 shares at \$18.89; 200 shares at \$18.92; 600 shares at \$18.93; 100 shares at \$18.93; 188 shares at \$18.96; 200 shares at \$18.98; 106 shares at \$18.99; 400 shares at \$19.00; 6 shares at \$19.01; 100 shares at \$19.03; 300 shares at \$19.05; 2,100 shares at \$19.06; and 100 shares at \$19.06.

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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