

GAPONTSEV VALENTIN P
Form 4
December 21, 2010

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 *
GAPONTSEV VALENTIN P

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)
12/17/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & Chairman of the Board

(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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/17/2010		S ⁽¹⁾		7,200,000	D	\$ 26.64	3,902,931	D	
Common Stock	12/17/2010		G ⁽²⁾	V	800,000	D	\$ 0	3,102,931	D	
Common Stock	12/17/2010		S ⁽³⁾		2,880,154	D	(3)	7,504,002 (3)	I	By IP Fibre Devices (UK) Ltd. (3)
Common	12/17/2010		G ⁽⁴⁾	V	720,039	D	\$ 0	7,504,002 (4)	I	By IP

Stock

Fibre
Devices
(UK) Ltd.
(4)

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)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				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
GAPONTSEV VALENTIN P C/O IPG PHOTONICS CORPORATION 50 OLD WEBSTER ROAD OXFORD, MA 01540	X	X	CEO & Chairman of the Board	

Signatures

Angelo P. Lopresti,
Attorney-in-fact

12/21/2010

__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) Shares sold by the Reporting Person to The Valentin Gapontsev Trust I (the "Trust"), an irrevocable trust for benefit of the Reporting Person's descendants, on December 17, 2010. The transaction was done for estate planning purposes.

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- (2) Shares gifted by the Reporting Person to the Trust on December 17, 2010. The transaction was done for estate planning purposes.

The reported securities are held by IP Fibre Devices (UK) Ltd. ("IPFD"). On December 17, 2010, the Reporting Person sold shares representing 38.4% of the total shares outstanding of IPFD to the Trust. The aggregate purchase price for the shares of IPFD that the

- (3) Reporting Person sold to the Trust was \$43,378,560. The transaction was done for estate planning purposes. The Reporting Person disclaims beneficial ownership of the Issuer's common stock held by IPFD, except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of the beneficial ownership of all the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

The reported securities are held by IPFD. On December 17, 2010, the Reporting Person gifted shares representing 9.6% of the total shares outstanding of IPFD to the Trust. The transaction was done for estate planning purposes. The Reporting Person disclaims beneficial

- (4) ownership of the IPG common stock held by IPFD, except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of the beneficial ownership of all the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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