

Shcherbakov Eugene A
 Form 4
 October 18, 2017

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

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)
 10/16/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 SVP, MD IPG Laser GmbH

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	10/16/2017		M	1,000	A	\$ 15.82	16,957	D
Common Stock	10/16/2017		M	2,000	A	\$ 53.76	18,957	D
Common Stock	10/16/2017		M	3,000	A	\$ 58.65	21,957	D
Common Stock	10/16/2017		M	3,500	A	\$ 60.11	25,457	D
Common Stock	10/16/2017		S ⁽¹⁾	9,500	D	\$	15,957	D
						198.79		

(2)

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 (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 Options (right to buy)	\$ 15.82	10/16/2017		M	1,000	<u>(3)</u> 02/25/2020	Common Stock	1,000
Employee Stock Option (right to buy)	\$ 53.76	10/16/2017		M	2,000	<u>(4)</u> 02/28/2021	Common Stock	2,000
Employee Stock Option (right to buy)	\$ 58.65	10/16/2017		M	3,000	<u>(5)</u> 02/13/2022	Common Stock	3,000
Employee Stock Option (right to buy)	\$ 60.11	10/16/2017		M	3,500	<u>(6)</u> 02/28/2023	Common Stock	3,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Shcherbakov Eugene A
C/O IPG PHOTONICS CORPORATION
50 OLD WEBSTER ROAD
OXFORD, MA 01540

X X SVP, MD IPG Laser GmbH

Signatures

/s/ Angelo P. Lopresti,
Attorney-in-fact

10/18/2017

__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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 13, 2017.

The reported transaction involves sales transactions from \$198.04 to \$199.41 per share. The weighted average price per share was
(2) \$198.79. 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.

(3) Option vests in four quarterly installments commencing on March 31, 2014.

(4) Option vests in four quarterly installments commencing on March 31, 2015.

(5) Option vests in four quarterly installments commencing on March 31, 2016.

(6) Option vests in one installment on March 1, 2017.

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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