

Shcherbakov Eugene A
 Form 4
 July 19, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)
 07/17/2017

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	07/17/2017		M	1,000	A	\$ 15.82	16,957	D
Common Stock	07/17/2017		M	2,000	A	\$ 53.76	18,957	D
Common Stock	07/17/2017		M	3,000	A	\$ 58.65	21,957	D
Common Stock	07/17/2017		M	2,500	A	\$ 60.11	24,457	D
Common Stock	07/17/2017		S ⁽¹⁾	8,500	D	\$	15,957	D
						154.28		

(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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	07/17/2017		M	1,000	<u>(3)</u> 02/25/2020	Common Stock	1,000
Employee Stock Option (right to buy)	\$ 53.76	07/17/2017		M	2,000	<u>(4)</u> 02/28/2021	Common Stock	2,000
Employee Stock Option (right to buy)	\$ 58.65	07/17/2017		M	3,000	<u>(5)</u> 02/13/2022	Common Stock	3,000
Employee Stock Option (right to buy)	\$ 60.11	07/17/2017		M	2,500	<u>(6)</u> 02/28/2023	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

