Shcherbakov Eugene A Form 4 August 05, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

5. Relationship of Reporting Person(s) to

Issuer

3235-0287

January 31, Expires:

OMB APPROVAL

2005

0.5

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subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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 See Instruction

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

Shcherbakov Eugene A

1. Name and Address of Reporting Person *

		IPG P	IPG PHOTONICS CORP [IPGP]			P]	(Check all applicable)			
	HOTONICS TION, 50 OLD	(Month	3. Date of Earliest Transaction (Month/Day/Year) 08/03/2010				_X Director 10% Owner X Officer (give title Other (specify below)			
	(Street)	4. If An	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
OXFORD,	MA 01540	Filed(M	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Ta	ble I - Non-	Derivative	Secur	ities Acqu	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		Code	4. Securities Acquired or(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			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)	
Common Stock	08/03/2010		M	49,951	A	\$ 5.37	54,326	D		
Common Stock	08/03/2010		S(1)	49,951	D	\$ 19.71 (2)	4,375	D		
Common Stock	08/04/2010		M	3,382	A	\$ 5.37	7,757	D		
Common Stock	08/04/2010		S <u>(1)</u>	3,382	D	\$ 19.98 (3)	4,375	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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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. Transactic Code (Instr. 8)	5. Number of or 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)	\$ 5.37	08/04/2010		M	49,951	<u>(4)</u>	04/18/2016	Common Stock	49,951
Employee Stock Option (right to buy)	\$ 5.37	08/04/2010		M	3,382	<u>(4)</u>	04/18/2016	Common Stock	3,382

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	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 08/05/2010

**Signature of Reporting Person Date

Reporting Owners 2

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 September 14, 2009.
- The reported transaction involved sales transactions from \$19.28 to \$19.98 per share. 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.
- The reported transaction involved sales transactions from \$19.97 to \$19.99 per share. 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.
- (4) These options are exercisable in five equal annual installments of 13,333 shares beginning on 4/18/07.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.