Krupke William F Form 4/A April 09, 2013

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

Number: 3235-0287 Expires: January 31,

Estimated average burden hours per

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person **  Krupke William F			2. Issuer Name and Ticker or Trading Symbol IPG PHOTONICS CORP [IPGP]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
	HOTONICS TION, 50 OLD	(Mon	te of Earliest Tr th/Day/Year) 0/2009	ansaction			_X_ Director Officer (give below)	10%	Owner er (specify
OXFORD,	(Street) MA 01540	Filed	Amendment, Da (Month/Day/Year 9/2013	U	1		6. Individual or Jo Applicable Line) _X_ Form filed by Market Depth Person	•	rson
(City)	(State)	(Zip)	Гable I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date any (Month/Day/Ye	Code	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D) 5)  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	02/14/2013		S <u>(1)</u>	634	D	\$ 70.01 (2)	11,700 (3)	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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 proof 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
Director Stock Options (Right to buy)	\$ 1.5	12/10/2009		M	5,000	<u>(4)</u>	06/12/2015	Common Stock	5,000
Director Stock Options (Ricght to buy)	\$ 6.54	12/10/2009		M	3,334	<u>(5)</u>	06/21/2016	Common Stock	3,334

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>, F</b>	Director	10% Owner	Officer	Other		
Krupke William F C/O IPG PHOTONICS CORPORATION 50 OLD WEBSTER ROAD OXFORD, MA 01540	X					
Cianaturas						

### **Signatures**

Angelo P. Loprest,
Attorney-in-fact 04/09/2013

\*\*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 June 11, 2012.
- The reported transaction involved sales transactions from \$70.00 to \$70.07 per share. The weighted average price per share was \$70.01.
- (2) The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer or a security holder of the information regarding the number of shares sold at each separate price.
- (3) This amendment is being filed to reflect the acquisition of 8,334 shares on December 10, 2009 from the execise of stock options. See notes 4 and 5 below.
- (4) Exercisable in four equal annual installments commencing on June 12, 2006.

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(5) Exercisable in four equal annual installments commencing on June 21, 2007.

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.