

Burgomaster Thomas J
Form 4
October 31, 2018

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Burgomaster Thomas J

(Last) (First) (Middle)

50 OLD WEBSTER ROAD

(Street)

OXFORD, MA 01540

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

IPG PHOTONICS CORP [IPGP]

3. Date of Earliest Transaction
(Month/Day/Year)

02/28/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Chief Accounting Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| Common Stock | 02/28/2014 | | A | 700 ⁽¹⁾ | A \$ 0 | 6,037 | D |
| Common Stock | 03/31/2014 | | F | 55 | D \$ 71.08 | 5,982 | D |
| Common Stock | 06/30/2014 | | F | 55 | D \$ 68.8 | 6,091 ⁽²⁾ | D |
| Common Stock | 09/30/2014 | | F | 55 | D \$ 68.78 | 6,036 | D |
| Common Stock | 12/31/2014 | | F | 55 | D \$ 74.92 | 6,162 ⁽³⁾ | D |

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| | | | | | | | |
|--------------|------------|---|--------------|---|-----------------|-----------|---|
| Common Stock | 01/05/2015 | M | 2,900 | A | \$ 10.27 | 9,062 | D |
| Common Stock | 01/05/2015 | S | 2,900 | D | \$ 72.92 (4) | 6,162 | D |
| Common Stock | 01/05/2015 | M | 2,231 | A | \$ 15.82 | 8,393 | D |
| Common Stock | 01/05/2015 | S | 2,231 | D | \$ 73 | 6,162 | D |
| Common Stock | 01/12/2015 | S | 662 | D | \$ 71.43 (5) | 5,500 | D |
| Common Stock | 01/23/2015 | M | 2,232 | A | \$ 15.82 | 7,732 | D |
| Common Stock | 01/23/2015 | S | 2,232 | D | \$ 75.19 | 5,500 | D |
| Common Stock | 01/23/2015 | S | 1,125 | D | \$ 75.13 | 4,375 | D |
| Common Stock | 02/06/2015 | M | 2,500 | A | \$ 21.35 | 6,875 | D |
| Common Stock | 02/06/2015 | S | 2,500 | D | \$ 80.09 | 4,375 | D |
| Common Stock | 02/09/2015 | M | 2,500 | A | \$ 21.35 | 6,875 | D |
| Common Stock | 02/09/2015 | S | 2,500 | D | \$ 85.32 | 4,375 | D |
| Common Stock | 02/25/2015 | A | 1,166 (6) | A | \$ 0 | 5,541 | D |
| Common Stock | 03/31/2015 | F | 222 | D | \$ 92.7 | 5,319 | D |
| Common Stock | 06/30/2015 | F | 222 | D | \$ 85.18 | 5,265 (7) | D |
| Common Stock | 09/30/2015 | F | 221 | D | \$ 75.97 | 5,044 | D |
| Common Stock | 11/11/2015 | M | 637 | A | \$ 15.82 | 5,681 | D |
| Common Stock | 11/11/2015 | S | 637 | D | \$ 90.85 | 5,044 | D |
| Common Stock | 11/27/2015 | S | 200 | D | \$ 92.48 | 4,844 | D |
| Common | 12/02/2015 | S | 294 | D | \$ 93.7 | 4,550 | D |

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Stock

| | | | | | | | |
|-----------------|------------|---|-----|---|-------------|----------------------|---|
| Common Stock | 12/31/2015 | F | 222 | D | \$ 89.16 | 4,475 ⁽⁸⁾ | 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)

| 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) | Amount or Number of Shares |
|---|---|---|---|---|---|--|---|--|
| Employee Stock Option (right to buy) | \$ 71.77 | 02/28/2014 | | A | 4,400 | ⁽⁹⁾ 02/28/2024 | Common Stock | 4,400 |
| Employee Stock Option (right to buy) | \$ 10.27 | 01/05/2015 | | M | 2,900 | ⁽¹⁰⁾ 05/07/2019 | Common Stock | 2,900 |
| Employee Stock Option (right to buy) | \$ 15.82 | 01/05/2015 | | M | 2,231 | ⁽¹¹⁾ 02/26/2020 | Common Stock | 2,231 |
| Employee Stock Option (right to buy) | \$ 15.82 | 01/23/2015 | | M | 2,232 | ⁽¹¹⁾ 02/26/2020 | Common Stock | 2,232 |
| Employee Stock Option (right to | \$ 21.35 | 02/06/2015 | | M | 2,500 | ⁽¹²⁾ 08/05/2020 | Common Stock | 2,500 |

buy)

Employee
Stock

| | | | | | | | | |
|-----------------------------|----------|------------|---|-------|-------------|------------|-----------------|-------|
| Option (right to buy) | \$ 21.35 | 02/09/2015 | M | 2,500 | <u>(12)</u> | 08/05/2020 | Common Stock | 2,500 |
|-----------------------------|----------|------------|---|-------|-------------|------------|-----------------|-------|

Employee
Stock

| | | | | | | | | |
|-----------------------------|----------|------------|---|-------|-------------|------------|-----------------|-------|
| Option (right to buy) | \$ 97.65 | 02/25/2015 | A | 2,331 | <u>(13)</u> | 02/25/2025 | Common Stock | 2,331 |
|-----------------------------|----------|------------|---|-------|-------------|------------|-----------------|-------|

Employee
Stock

| | | | | | | | | |
|-----------------------------|----------|------------|---|-----|-------------|------------|-----------------|-----|
| Option (right to buy) | \$ 15.82 | 11/11/2015 | M | 637 | <u>(11)</u> | 02/26/2020 | Common Stock | 637 |
|-----------------------------|----------|------------|---|-----|-------------|------------|-----------------|-----|

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|---|
| | Director 10% Owner Officer Other |
| Burgomaster Thomas J 50 OLD WEBSTER ROAD OXFORD, MA 01540 | Chief Accounting Officer |

Signatures

| | |
|---|------------|
| /s/ Angelo P. Lopresti, Attorney-in-fact | 10/31/2018 |
|---|------------|

__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) Grant of restricted stock units vesting March 1, 2018.
- (2) Includes 164 shares acquired under the IPG employee stock purchase plan on June 30, 2014.
- (3) Includes 181 shares acquired under the IPG employee stock purchase plan on December 31, 2014.
- (4) The reported transaction involves purchase transactions from \$72.89 to \$72.96 per share. The weighted average price per share was \$72.92. 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 purchased at each separate price.
- (5) The reported transaction involves purchase transactions from \$70.27 to \$75.13 per share. The weighted average price per share was \$71.43. 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 purchased at each separate price.
- (6) Grant of restricted stock units vesting March 1, 2019.
- (7) Includes 168 shares acquired under the IPG employee stock purchase plan in June 30, 2015.
- (8) Includes 147 shares acquired under the IPG employee stock purchase plan on December 31, 2015.

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- (9) Options vesting March 1, 2018.
- (10) Options vest 25% May 7, 2010, 25% May 2, 2011 and 50% May 7, 2012.
- (11) Options vest eight equal quarterly installments commencing March 31, 2013.
- (12) Options vest 25% on August 5, 2011 and the remaining amount in fourteen equal monthly amounts commencing September 30, 2011.
- (13) Options vest March 1, 2019.

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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