

Burgomaster Thomas J
 Form 4
 October 31, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Burgomaster Thomas J

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)
 50 OLD WEBSTER ROAD

3. Date of Earliest Transaction (Month/Day/Year)
 02/18/2016

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

Chief Accounting Officer

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/18/2016		A		1,215 (1)	A	\$ 0 5,690 D
Common Stock	03/18/2016		M		900	A	\$ 21.35 6,590 D
Common Stock	03/18/2016		S		900	D	\$ 95.04 5,690 D
Common Stock	03/28/2016		M		1,600	A	\$ 21.35 7,290 D
Common Stock	03/28/2016		S		1,600	D	\$ 95.21 5,690 D

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Common Stock	03/31/2016	F	90	D	\$ 96.08	5,600	D
Common Stock	04/26/2016	M	2,500	A	\$ 53.76	8,100	D
Common Stock	04/26/2016	S	2,500	D	\$ 100.36	5,600	D
Common Stock	06/30/2016	F	90	D	\$ 80	5,655 ⁽²⁾	D
Common Stock	09/30/2016	F	90	D	\$ 82.35	5,565	D
Common Stock	12/31/2016	F	90	D	\$ 98.71	5,631 ⁽³⁾	D
Common Stock	02/17/2017	A	814 ⁽⁴⁾	A	\$ 0	6,445	D
Common Stock	03/01/2017	F	265	D	\$ 120.75	6,180	D
Common Stock	06/05/2017	M	3,750	A	\$ 21.35	9,930	D
Common Stock	06/05/2017	S	3,750	D	\$ 141.44	6,180	D
Common Stock	06/06/2017	M	1,102	A	\$ 53.76	7,282	D
Common Stock	06/06/2017	S	1,102	D	\$ 145.48	6,180	D
Common Stock	06/07/2017	M	1,571	A	\$ 53.76	7,751	D
Common Stock	06/07/2017	S	1,571	D	\$ 145.06 ⁽⁵⁾	6,180	D
Common Stock	06/08/2017	M	326	A	\$ 53.76	6,506	D
Common Stock	06/08/2017	S	326	D	\$ 145.32	6,180	D
Common Stock	06/15/2017	S	1,669	D	\$ 137.82	4,511	D
Common Stock	07/07/2017	M	3,001	A	\$ 53.76	7,512	D
Common Stock	07/07/2017	S	3,001	D	\$ 150.52 ⁽⁶⁾	4,637 ⁽⁷⁾	D
Common	02/22/2018	A	523 ⁽⁸⁾	A	\$ 0	5,246 ⁽⁹⁾	D

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Stock

Common Stock	03/01/2018	F	219	D	\$ 243.96	5,027	D
Common Stock	03/01/2018	F	64	D	\$ 243.96	4,963	D

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 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
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 81.89	02/18/2016		A	2,431	<u>(10)</u> 02/18/2026	Common Stock	2,431
Employee Stock Option (right to buy)	\$ 21.35	03/18/2016		M	900	<u>(11)</u> 08/05/2020	Common Stock	900
Employee Stock Option (right to buy)	\$ 21.35	03/28/2016		M	1,600	<u>(11)</u> 08/05/2020	Common Stock	1,600
Employee Stock Option (right to buy)	\$ 53.76	04/26/2016		M	2,500	<u>(12)</u> 03/01/2021	Common Stock	2,500
	\$ 119.5	02/17/2017		A	2,493	<u>(13)</u> 02/17/2027		2,493

Employee Stock Option (right to buy)								Common Stock	
Employee Stock Option (right to buy)	\$ 21.35	02/18/2016	M	3,750	<u>(11)</u>	08/05/2020		Common Stock	3,750
Employee Stock Option (right to buy)	\$ 53.76	06/06/2017	M	1,102	<u>(12)</u>	03/01/2021		Common Stock	1,102
Employee Stock Option (right to buy)	\$ 53.76	06/07/2017	M	1,571	<u>(12)</u>	03/01/2021		Common Stock	1,571
Employee Stock Option (right to buy)	\$ 53.76	06/08/2017	M	326	<u>(12)</u>	03/01/2021		Common Stock	326
Employee Stock Option (right to buy)	\$ 53.76	07/07/2017	M	3,001	<u>(12)</u>	03/01/2021		Common Stock	3,001
Employee Stock Option (right to buy)	\$ 239.72	02/22/2018	A	1,790	<u>(14)</u>	02/22/2028		Common Stock	1,790

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, 2020.
- (2) Includes 145 shares acquired under the IPG employee stock purchase plan on June 30, 2016.
- (3) Includes 156 shares acquired under the IPG employee stock purchase plan on December 31, 2016.
- (4) Grant of restricted stock units vest in four annual equal installments commencing on March 1, 2018.
The reported transaction involves purchase transactions from \$145.00 to \$145.25 per share. The weighted average price per share was \$145.06. 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) \$145.06. 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.
The reported transaction involves purchase transactions from \$150.00 to \$150.94 per share. The weighted average price per share was \$150.52. 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) \$150.52. 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.
- (7) Includes 126 shares acquired under the IPG employee stock purchase plan on June 30, 2017.
- (8) Grant of restricted stock units vest in four annual equal installments commencing on March 1, 2019.
- (9) Includes 86 shares acquired under the IPG employee stock purchase plan in December 31, 2017.
- (10) Options vest March 1, 2020.
- (11) Options vest 25% on August 5, 2011 and the remaining amount in fourteen equal monthly amounts commencing September 30, 2011.
- (12) Options vest 25% quarterly commencing March 31, 2015.
- (13) Options vest in four annual equal installments commencing on March 1, 2018.
- (14) Options vest in four annual equal installments commencing on 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. 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.