

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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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 *
 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)
 03/01/2018

___ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/01/2018		A	(A) or (D) 1,866 (1)	\$ 0 6,829	D	
Common Stock	04/10/2018		M	602	\$ 53.76 7,431	D	
Common Stock	04/10/2018		S	602	\$ 230.25 6,829 (2)	D	
Common Stock	04/11/2018		M	400	\$ 53.76 7,229	D	
Common Stock	04/11/2018		S	400	\$ 230.04 6,829	D	

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						<u>(3)</u>			
Common Stock	04/12/2018	M	198	A	\$ 53.76	7,027		D	
Common Stock	04/12/2018	S	198	D	\$ <u>232.68</u>	6,829		D	
Common Stock	05/09/2018	M	1,200	A	\$ 53.76	8,029		D	
Common Stock	05/09/2018	S	1,200	D	\$ <u>241.16</u>	6,829		D	
Common Stock	05/10/2018	M	1,500	A	\$ 58.65	8,329		D	
Common Stock	05/10/2018	S	1,500	D	\$ <u>250.47</u>	6,829		D	
Common Stock	06/06/2018	M	1,500	A	\$ 58.65	8,329		D	
Common Stock	06/06/2018	S	1,500	D	\$ <u>260.32</u>	6,829		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)	8. Amount or Number of Shares
Employee Stock Option	\$ 53.76	04/10/2018		M	602	<u>(8)</u> 03/01/2021	Common Stock	602

(right to buy)									
Employee Stock Option (right to buy)	\$ 53.76	04/11/2018	M	400	<u>(8)</u>	03/01/2021	Common Stock	400	
Employee Stock Option (right to buy)	\$ 53.76	04/12/2018	M	198	<u>(8)</u>	03/01/2021	Common Stock	198	
Employee Stock Option (right to buy)	\$ 53.76	05/09/2018	M	1,200	<u>(8)</u>	03/01/2021	Common Stock	1,200	
Employee Stock Option (right to buy)	\$ 58.65	05/10/2018	M	1,500	<u>(9)</u>	02/14/2022	Common Stock	1,500	
Employee Stock Option (right to buy)	\$ 58.65	06/06/2018	M	1,500	<u>(9)</u>	02/14/2022	Common Stock	1,500	

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) Represents performance share units for which performance criteria is satisfied but which remain subject to service-based vesting on March 1, 2019.

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The reported transaction involves purchase transactions from \$230.00 to \$230.64 per share. The weighted average price per share was
(2) \$230.25. 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 \$230.00 to \$230.10 per share. The weighted average price per share was
(3) \$230.04. 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 \$231.94 to \$233.43 per share. The weighted average price per share was
(4) \$232.68. 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 \$240.00 to \$244.40 per share. The weighted average price per share was
(5) \$241.16. 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 \$250.00 to \$251.10 per share. The weighted average price per share was
(6) \$250.47. 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 \$260.00 to \$261.06 per share. The weighted average price per share was
(7) \$260.32. 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.

(8) Options vest 25% quarterly commencing March 31, 2015.

(9) Options vest 25% quarterly commencing March 31, 2016.

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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