

IPG PHOTONICS CORP
Form 4
June 17, 2008

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 *
TA ASSOCIATES INC

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)

JOHN HANCOCK TOWER, 200
CLARENDON ST, 56TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
06/17/2008

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

See General Remarks

(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

BOSTON, MA 02116

(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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/17/2008		S ⁽¹¹⁾		20,839 ₍₁₎	D	\$ 19.5038	637,817	I	See Footnote 6 ⁽⁶⁾
Common Stock	06/17/2008		S ⁽¹¹⁾		9,725 ₍₂₎	D	\$ 19.5038	297,814	I	See Footnote 7 ⁽⁷⁾
Common Stock	06/17/2008		S ⁽¹¹⁾		9,015 ₍₃₎	D	\$ 19.5038	275,799	I	See Footnote 8 ⁽⁸⁾
Common Stock	06/17/2008		S ⁽¹¹⁾		348 ₍₄₎	D	\$ 19.5038	10,762	I	See Footnote

Common Stock	06/17/2008	S ⁽¹¹⁾	610	⁽⁵⁾	D	\$	19.5038	18,706	I	9 ⁽⁹⁾ See Footnote 10 ⁽¹⁰⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Date (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TA ASSOCIATES INC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116	X			See General Remarks
TA IX LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA ASSOCIATES IX LLC JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA ADVENT VIII LP JOHN HANCOCK TOWER				See General Remarks

200 CLARENDON ST, 56TH FLOOR
BOSTON, MA 02116

TA ASSOCIATES VIII LLC
JOHN HANCOCK TOWER
200 CLARENDON ST, 56TH FLOOR
BOSTON, MA 02116

See General Remarks

TA / ATLANTIC & PACIFIC IV LP
JOHN HANCOCK TOWER
200 CLARENDON ST. 56TH FLOOR
BOSTON, MA 02116

See General Remarks

TA ASSOCIATES AP IV LP
JOHN HANCOCK TOWER
200 CLARENDON ST. 56TH FLOOR
BOSTON, MA 02116

See General Remarks

TA EXECUTIVES FUND LLC
JOHN HANCOCK TOWER
200 CLARENDON ST, 56TH FLOOR
BOSTON, MA 02116

See General Remarks

TA INVESTORS LLC
JOHN HANCOCK TOWER
200 CLARENDON ST, 56TH FLOOR
BOSTON, MA 02116

See General Remarks

Signatures

TA Associates, Inc., By Thomas P. Alber, Chief Financial Officer

06/17/2008

__Signature of Reporting Person

Date

TA IX L.P., By TA Associates IX LLC, Its General Partner, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer

06/17/2008

__Signature of Reporting Person

Date

TA/Advent VIII L.P., By TA Associates VIII LLC, Its General Partner, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer

06/17/2008

__Signature of Reporting Person

Date

TA/Atlantic and Pacific IV L.P., By TA Associates AP IV L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer

06/17/2008

__Signature of Reporting Person

Date

TA Executives Fund LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer

06/17/2008

__Signature of Reporting Person

Date

TA Investors LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer

06/17/2008

__Signature of Reporting Person

Date

TA Associates IX LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer

06/17/2008

