

PLATONOV NIKOLAI  
Form 3  
December 21, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *           |                                    | 2. Date of Event Requiring Statement          | 3. Issuer Name and Ticker or Trading Symbol                            |  |
| Â PLATONOV NIKOLAI                                  |                                    | (Month/Day/Year)                              | IPG PHOTONICS CORP [IPGP]  |  |
| (Last)  | (First)                            | (Middle)                                      | 12/17/2010   |  |
| C/O IPG PHOTONICS CORPORATION,Â 50 OLD WEBSTER ROAD |                                    |   | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)  | (Check all applicable)             |   |  |  |
|   | <input type="checkbox"/> Director  | <input checked="" type="checkbox"/> 10% Owner |  |  |
|   | <input type="checkbox"/> Officer   | <input type="checkbox"/> Other                | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|   | (give title below) (specify below) |   | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |                                    |   | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| OXFORD,Â MAÂ 01540                                  |                                    |   |  |  |
| (City)  | (State)                            | (Zip)   |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 15,500,402  | I (1)  | By The Valentin Gapontsev Trust<br>I                  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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|                                       | Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|---------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|---|
| Employee Stock Options (right to buy) | Â (2)            | 05/17/2019      | Common Stock        | 3,000                      | \$ 10.27                     | D  | Â |
| Employee Stock Options (right to buy) | Â (3)            | 02/25/2020      | Common Stock        | 3,000                      | \$ 15.82                     | D  | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| PLATONOV NIKOLAI<br>C/O IPG PHOTONICS CORPORATION<br>50 OLD WEBSTER ROAD<br>OXFORD, MA 01540 | Â             | Â X       | Â       | Â     |

## Signatures

Angelo P. Lopresti,  
Attorney-in-fact

12/21/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Includes shares directly and indirectly owned by The Valentin Gapontsev Trust I, of which the Reporting Person is a trustee. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of the beneficial ownership of any or all the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (1) Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of the beneficial ownership of any or all the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
  - (2) 750 options are exercisable on each of May 7, 2010 and May 7, 2011, and 1,500 options are exercisable on May 7, 2011.
  - (3) Exercisable in eight equal quarterly installments starting March 31, 2013.

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.