

CYBEROPTICS CORP
 Form 4
 December 09, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
BERTELSEN JEFFREY A

2. Issuer Name and Ticker or Trading Symbol
CYBEROPTICS CORP [CYBE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2013

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

Chief Financial 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

(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)
Common Stock				(A) or (D) Price	17,640 ⁽¹⁾	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)

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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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option	\$ 12.34					12/07/2008 ⁽²⁾	12/07/2014	Common Stock	6,700
Employee Stock Option	\$ 4.99					12/05/2009 ⁽²⁾	12/05/2015	Common Stock	26,400
Employee Stock Option	\$ 4.8					05/18/2010 ⁽²⁾	05/18/2016	Common Stock	15,000
Employee Stock Option	\$ 8.71					12/10/2011 ⁽³⁾	12/10/2017	Common Stock	10,000
Employee Stock Option	\$ 7.3					01/06/2013 ⁽³⁾	01/06/2019	Common Stock	23,300
Employee Stock Option	\$ 7.48					12/14/2013 ⁽³⁾	12/14/2019	Common Stock	16,600
Employee Stock Option	\$ 5.39	12/06/2013		A	16,750	12/06/2014 ⁽³⁾	12/06/2020	Common Stock	16,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERTELSEN JEFFREY A			Chief Financial Officer	

Signatures

Jeffrey A. Bertelsen 12/09/2013

**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).

Includes (a) 833 restricted stock units that vest in increments of 417 shares on December 10, 2013 and 416 shares on December 10, 2014; (b) 2,916 restricted stock units that vest in increments of 972 shares on each of January 6, 2014, 2015 and 2016; (c) 2,778 restricted stock

(1) units that vest in increments of 695 shares on each of December 14, 2013 and 2014 and increments of 694 shares on each of December 14, 2015 and 2016; and (d) 2,750 restricted stock units that vest in increments of 688 shares on each of December 6, 2014 and 2015 and increments of 687 shares on each of December 6, 2016 and 2017.

(2) Fully exercisable.

(3) Exercisable with respect to 25% of such shares on such date and with respect to an additional cumulative 25% of such shares on the next three anniversaries of such date.

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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