

IVERSON KATHLEEN P
 Form 4
 December 07, 2011

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 *
 IVERSON KATHLEEN P

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)
 5900 GOLDEN HILLS DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
 12/05/2011

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

(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

GOLDEN VALLEY, MN 55416

(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 (A) or (D) Price			
Common Stock	12/05/2011		F(1)	829 D \$ 7.33	45,451 (2)	D	
Common Stock					155	I	By minor children (3)

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

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SEC 1474 (9-02)

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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 (Right to Buy)	\$ 11.87					02/15/2003 ⁽⁴⁾ 02/15/2012	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 11.42					05/16/2006 ⁽⁴⁾ 05/16/2012	Common Stock	30,000
Employee Stock Option (Right to Buy)	\$ 12.95					12/07/2007 ⁽⁴⁾ 12/07/2013	Common Stock	16,500
Employee Stock Option (Right to Buy)	\$ 12.34					12/07/2008 ⁽⁵⁾ 12/07/2014	Common Stock	13,350
Employee Stock Option (Right to Buy)	\$ 4.99					12/05/2009 ⁽⁵⁾ 12/05/2015	Common Stock	46,200
Employee Stock Option (Right to Buy)	\$ 6.2873					09/11/2010 ⁽⁵⁾ 09/11/2016	Common Stock	10,000
Employee Stock	\$ 8.71					12/10/2011 ⁽⁵⁾ 12/10/2017	Common Stock	16,667

Option
(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IVERSON KATHLEEN P 5900 GOLDEN HILLS DRIVE GOLDEN VALLEY, MN 55416	X		President & CEO	

Signatures

Kathleen P.
Iverson

12/07/2011

__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) Payment of tax by withholding shares on vesting of restricted stock units.
Includes (a) 556 restricted stock units that vest on December 7, 2011; (b) 1,905 restricted stock units that vest on December 5, 2012; and
 - (2) (c) 2,778 restricted stock units that vest in increments of 695 shares on each of December 10, 2011 and 2012 and in increments of 694 shares on each of December 10, 2013 and 2014.
 - (3) As custodian for minor child under the Uniform Transfers to Minors Act.
 - (4) Fully Exercisable.
 - (5) 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. 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.