

CYBEROPTICS CORP

Form 4

December 12, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bertelsen Jeffrey A.

(Last) (First) (Middle)

5900 GOLDEN HILLS DRIVE

(Street)

GOLDEN VALLEY, MN 55416

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CYBEROPTICS CORP [CYBE]

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

12/09/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

CFO and COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	12/09/2016		A	1,500 A \$ 0	68,240 ⁽¹⁾	D	

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

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information contained in this form are not
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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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V	(A)	(D)		
Employee Stock Option	\$ 8.71					12/10/2011 ⁽²⁾	12/10/2017	Common Stock 10,000	
Employee Stock Option	\$ 7.3					01/06/2013 ⁽²⁾	01/06/2019	Common Stock 23,333	
Employee Stock Option	\$ 7.48					12/14/2013 ⁽³⁾	12/14/2019	Common Stock 16,666	
Employee Stock Option	\$ 5.39					12/06/2014 ⁽³⁾	12/06/2020	Common Stock 16,750	
Employee Stock Option	\$ 7.7					02/21/2015 ⁽³⁾	02/21/2021	Common Stock 10,000	
Employee Stock Option	\$ 9.62					12/05/2015 ⁽³⁾	12/05/2021	Common Stock 18,500	
Employee Stock Option	\$ 7.18					12/11/2016	12/11/2022	Common Stock 26,000	
Employee Stock Option	\$ 26.4	12/09/2016		M		5,500	12/09/2017 ⁽³⁾	12/09/2023	Common Stock 5,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bertelsen Jeffrey A. 5900 GOLDEN HILLS DRIVE GOLDEN VALLEY, MN 55416			CFO and COO	

Signatures

Jeffrey A.
Bertelsen

12/12/2016

 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) 694 restricted stock units that vest on December 14, 2016; (b) 687 restricted stock units that vest on December 6, 2017; (c) 1,600 restricted stock units that vest in increments of 800 shares on each of December 5, 2017 and 2018; (d) 3,375 restricted stock units that vest in increments of 1,125 shares on each of December 11, 2017, 2018 and 2019; and (e) 1,500 restricted stock units that vest in increments of 375 shares on each of December 9, 2017, 2018, 2019 and 2020.
- (1)
- (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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