

CYBEROPTICS CORP
 Form 4
 December 12, 2016

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 *
Kulkarni Subodh K

(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
 Officer (give title below) Other (specify below)
 President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	12/09/2016		A		3,000	A	\$ 0
					46,114	(1) (2)	D

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

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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
Employee Stock Option	\$ 6.97					01/14/2015 ⁽³⁾ 01/14/2021	Common Stock	80,0
Employee Stock Option	\$ 9.62					12/05/2015 ⁽³⁾ 12/05/2021	Common Stock	38,7
Employee Stock Option	\$ 7.18					12/11/2016 ⁽³⁾ 12/11/2022	Common Stock	55,0
Employee Stock Option	\$ 26.4	12/09/2016		M	12,000	12/09/2017 ⁽³⁾ 12/09/2023	Common Stock	12,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kulkarni Subodh K 5900 GOLDEN HILLS DRIVE GOLDEN VALLEY, MN 55416	X		President and CEO	

Signatures

Subodh K. Kulkarni
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).
 - (1) Includes (a) 10,000 restricted stock units that vest in increments of 5,000 shares on each of January 14, 2017 and 2018, (b) 3,124 restricted stock units that vest in increments of 1,562 shares on each of December 5, 2017 and 2018; (c) 6,562 restricted stock units that vest in increments of 2,188 shares on December 11, 2017 and 2,187 shares on each of December 11, 2018 and 2019, and (d) 3,000 restricted stock units that vest in increments of 750 shares on each of December 9, 2017, 2018, 2019 and 2020.
 - (2) Includes 1,307 shares acquired under the Company's Employee Stock Purchase Plan on July 29, 2016.
 - (3)

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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.