

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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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.

(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)
CFO and COO

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)
				(A) or (D) Price			
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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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)		Date Exercisable Expiration Date	Title	
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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