

CYBEROPTICS CORP  
Form 4  
December 18, 2012

**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 * |          |          | 2. Issuer Name and Ticker or Trading Symbol          | 5. Relationship of Reporting Person(s) to Issuer  |
| BERTELSEN JEFFREY A                       |          |          | CYBEROPTICS CORP [CYBE]                              | (Check all applicable)  |
| (Last)                                    | (First)  | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)     | ____ Director<br><input checked="" type="checkbox"/> Officer (give title below)   |
|   |          |          | 12/14/2012   | ____ 10% Owner<br>____ Other (specify below)  |
|   | (Street) |          | 4. If Amendment, Date Original Filed(Month/Day/Year) | Chief Financial Officer   |
| (City)                                    | (State)  | (Zip)    |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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) Amount Price   |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 14,890 <sup>(1)</sup>   | 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                      | \$ 12.95   |                                      |  |                                |   | 12/07/2007 <sup>(2)</sup> 12/07/2013                     | Common Stock  | 6,67                       |
| Employee Stock Option                      | \$ 12.34   |                                      |  |                                |   | 12/07/2008 <sup>(2)</sup> 12/07/2014                     | Common Stock  | 6,70                       |
| Employee Stock Option                      | \$ 4.99  |                                      |  |                                |   | 12/05/2009 <sup>(2)</sup> 12/05/2015                     | Common Stock  | 26,4                       |
| Employee Stock Option                      | \$ 4.8   |                                      |  |                                |   | 05/18/2010 <sup>(3)</sup> 05/18/2016                     | Common Stock  | 15,0                       |
| Employee Stock Option                      | \$ 8.71  |                                      |  |                                |   | 12/10/2011 <sup>(3)</sup> 12/10/2017                     | Common Stock  | 10,0                       |
| Employee Stock Option                      | \$ 7.3   |                                      |  |                                |   | 01/16/2013 <sup>(3)</sup> 01/16/2019                     | Common Stock  | 23,3                       |
| Employee Stock Option                      | \$ 7.48  | 12/14/2012                           |  | A                              | 16,667  | 12/14/2013 <sup>(2)</sup> 12/14/2019                     | Common Stock  | 16,6                       |

## Reporting Owners

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

## Signatures

Jeffrey A. Bertelsen 12/17/2012

\*\*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) 3,889 restricted stock units that vest in increments of 973 shares on January 6, 2013 and increments of 972 shares on each of January 6, 2014, 2015 and 2016; and (c) 2,778 restricted stock 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.
- (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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