

Kulkarni Subodh K
 Form 4
 December 10, 2018

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 *
 Kulkarni Subodh K

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/07/2018

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

GOLDEN VALLEY, MN 55416
 (City) (State) (Zip)

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

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	12/07/2018		A		8,800 (1) \$ 0 69,862 (2) (3)	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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 6.97					01/14/2015 ⁽⁴⁾	01/14/2021	Common Stock	77,000
Employee Stock Option	\$ 9.62					12/05/2015 ⁽⁴⁾	12/05/2021	Common Stock	38,700
Employee Stock Option	\$ 7.18					12/11/2016 ⁽⁵⁾	12/11/2022	Common Stock	55,000
Employee Stock Option	\$ 26.4					12/09/2017 ⁽⁵⁾	12/09/2023	Common Stock	12,000
Employee Stock Option	\$ 15.4					12/08/2018 ⁽⁵⁾	12/08/2024	Common Stock	20,000
Employee Stock Option	\$ 19.46	12/07/2018		M	17,500	12/07/2019 ⁽⁵⁾	12/07/2025	Common Stock	17,500

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

12/10/2018

**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) Grant of restricted stock units.

Includes (a) 4,374 restricted stock units that vest in increments of 2,187 shares on each of December 11, 2018 and 2019, (b) 1,500

(2) restricted stock units that vest in increments of 750 shares on each of December 9, 2019 and 2020, and (c) 7,500 restricted stock units that vest in increments of 2,500 shares on each of December 8, 2019, 2020 and 2021; and (d) 8,800 restricted stock units that vest in increments of 2,200 shares on each of December 7, 2019, 2020, 2021 and 2022.

(3) Includes 485 shares acquired under the Company's Employee Stock Purchase Plan on July 31, 2018.

(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.

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