CYBEROPTICS CORP

Form 4

December 13, 2010

FORM 4

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

OMB Number:

3235-0287

0.5

if no longer

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

Estimated average **SECURITIES**

burden hours per response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BERTELSEN JEFFREY A		Symbol	2. Issuer Name and Ticker or Trading Symbol CYBEROPTICS CORP [CYBE]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M	(Month/Da	3. Date of Earliest Transaction (Month/Day/Year) 12/10/2010			(Check all applicable) Director 10% Owner _X_ Officer (give title Other (specify below) Chief Financial Officer			
(0)	(Street)	Filed(Mont	ndment, Date th/Day/Year)	e Original		6. Individual or Applicable Line) _X_ Form filed by Form filed by Person		erson	
(City)	(State) (Z	Zip) Table	e I - Non-De	erivative S	Securities Ac	quired, Disposed	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3,	(A) or of (D)	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						8,223 (1)	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)	Code	5. Number of orDerivative Securities Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securition (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option	\$ 14.6					07/26/2006(2)	07/26/2012	Common Stock	10,0
Employee Stock Option	\$ 12.95					12/07/2007(2)	12/07/2013	Common Stock	6,67
Employee Stock Option	\$ 12.34					12/07/2008(3)	12/07/2014	Common Stock	6,70
Employee Stock Option	\$ 4.99					12/05/2009(3)	12/05/2015	Common Stock	26,4
Employee Stock Option	\$ 4.8					05/18/2010(3)	05/18/2016	Common Stock	15,0
Employee Stock Option	\$ 8.71	12/10/2010		A	10,000	12/10/2011(3)	12/10/2017	Common Stock	10,0

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

BERTELSEN JEFFREY A

Chief Financial Officer

Signatures

Jeffrey A. 12/13/2010 Bertelsen

**Signature of Reporting Person Date

Reporting Owners 2

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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) 275 restricted stock units that vest on December 7, 2011; (b) 2178 restricted stock units that vest in increments of 1,089
- (1) shares on each of December 5, 2011 and 2012; and (c) 1,667 restricted stock units that vest in increments of 417 shares on each of December 10, 2010, 2011 and 2012 and 416 shares on December 10, 2013
- (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. 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.