

IVERSON KATHLEEN P
 Form 4
 December 09, 2008

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 *
 IVERSON KATHLEEN P

(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)
 12/05/2008

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 & 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	12/05/2008		A		7,623	A	\$ 0
Common Stock					33,234	(1) (2)	D
					155	I	By minor children (3)

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 11.87					02/15/2003 ⁽⁴⁾	02/15/2012	Common Stock	50,000
Employee Stock Option (right to buy)	\$ 4.3					09/13/2003 ⁽⁴⁾	09/13/2009	Common Stock	16,200
Employee Stock Option (right to buy)	\$ 11.42					05/16/2006 ⁽⁵⁾	05/16/2012	Common Stock	30,000
Employee Stock Option (right to buy)	\$ 12.95					12/07/2007 ⁽⁵⁾	12/07/2013	Common Stock	16,500
Employee Stock Option (right to buy)	\$ 12.34					12/07/2008 ⁽⁵⁾	12/07/2014	Common Stock	13,300
Employee Stock Option (right to buy)	\$ 4.99	12/05/2008		A	46,200	12/05/2009 ⁽⁵⁾	12/05/2015	Common Stock	46,200

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

IVERSON KATHLEEN P
5900 GOLDEN HILLS DRIVE
GOLDEN VALLEY, MN 55416

President & CEO

Signatures

Kathleen P. 12/08/2008
Iverson

**Signature of Date
Reporting Person

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) 1,400 restricted stock units that vest in increments of 700 shares on each of December 7, 2009 and 2010; (b) 1,668 restricted stock units that vest in increments of 556 shares on each of December 7, 2009, 2010 and 2011; and (c) 7,623 restricted stock units that vest in increments of 1,906 shares on each of December 5, 2009, 2010 and 2011 and 1,905 shares on December 5, 2012.
- (1) Includes 689 shares acquired under the Company's Employee Stock Purchase Plan on July 31, 2008.
- (2) As custodian for minor child under the Uniform Transfers to Minors Act.
- (3) Fully Exercisable.
- (4) 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.
- (5)

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.