

IVERSON KATHLEEN P
Form 4
December 09, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title below) ____ Other (specify below)

President & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/05/2008		A	7,623 A \$ 0	33,234 ⁽¹⁾ ⁽²⁾	D	
Common Stock					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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(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 Securities (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	

President & CEO

Kathleen P. Iverson 12/08/2008

Signature of Reporting Person

Date

* 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) 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.

(2) Includes 689 shares acquired under the Company's Employee Stock Purchase Plan on July 31, 2008.

(3) As custodian for minor child under the Uniform Transfers to Minors Act.

(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. 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.