

CYBEROPTICS CORP
Form 4
March 07, 2006

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 *
Proulx Michael

(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)
03/06/2006

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)
Vice President - Operations

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/06/2006		M		400 A \$ 10.01	2,178	D
Common Stock	03/06/2006		M		1,000 A \$ 11.24	3,178	D
Common Stock	03/06/2006		M		400 A \$ 11.87	3,578	D
Common Stock	03/06/2006		M		5,250 A \$ 11.71	8,828	D
Common Stock	03/06/2006		M		5,000 A \$ 10	13,828	D

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Common Stock	03/06/2006	S	125	D	\$ 15.2	13,703	D
Common Stock	03/06/2006	S	48	D	\$ 15.15	13,655	D
Common Stock	03/06/2006	S	200	D	\$ 15.11	13,455	D
Common Stock	03/06/2006	S	11,677	D	\$ 15.1	1,778	D
Common Stock	03/06/2006	S	580	D	\$ 15.18	1,198	D
Common Stock	03/06/2006	S	400	D	\$ 15.12	798	D
Common Stock	03/06/2006	S	798	D	\$ 15.11	0	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)

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
Employee Stock Option	\$ 10.01	03/06/2006		M	400	12/31/2001 ⁽¹⁾ 04/26/2006	Common Stock	400
Employee Stock Option	\$ 11.24	03/06/2006		M	1,000	05/18/2002 ⁽²⁾ 05/18/2006	Common Stock	1,000
Employee Stock Option	\$ 11.87	03/06/2006		M	400	12/31/2002 ⁽²⁾ 02/15/2007	Common Stock	400
	\$ 11.71	03/06/2006		M	5,250	05/17/2003 ⁽³⁾ 05/17/2009		7,000

Employee
Stock
Option

Common
Stock

Employee
Stock
Option

\$ 10

03/06/2006

M

5,000

12/05/2004⁽¹⁾

12/05/2008

Common
Stock

10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Proulx Michael 5900 GOLDEN HILLS DRIVE GOLDEN VALLEY, MN 55416			Vice President - Operations	

Signatures

Michael Proulx 03/07/2006

**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) Fully exercisable at date of grant.
- (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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