

CYBEROPTICS CORP
 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 *
 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)
 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)
 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	12/05/2008		A		2,178	A	\$ 0
					3,566	(1)	D

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

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SEC 1474 (9-02)

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option	\$ 11.71					05/17/2003 ⁽²⁾ 05/17/2009	Common Stock	1,75
Employee Stock Option	\$ 10					12/05/2004 ⁽³⁾ 12/05/2008	Common Stock	5,00
Employee Stock Option	\$ 12.95					12/07/2007 ⁽²⁾ 12/07/2013	Common Stock	5,30
Employee Stock Option	\$ 12.34					12/07/2008 ⁽²⁾ 12/07/2014	Common Stock	3,50
Employee Stock Option	\$ 4.99	12/05/2008		A	13,200	12/05/2009 ⁽²⁾ 12/05/2015	Common Stock	13,2

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 12/08/2008
 **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).
- (1) Includes (a) 450 restricted stock units that vest in increments of 225 shares on each of December 7, 2009 and 2010; (b) 412 restricted stock units that vest in increments of 138 shares on December 7, 2009 and 137 shares on each of December 7, 2010 and 2011; and (c) 2,178 restricted stock units that vest in increments of 545 shares on each of December 5, 2009 and 2010 and 544 shares on each of December 5, 2011 and 2012.

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- (2) 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.
- (3) Fully exercisable at date of grant.

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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