

IVERSON KATHLEEN P
 Form 4
 December 07, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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

2. Issuer Name and Ticker or Trading Symbol
 CYBEROPTICS CORP [CYBE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 5900 GOLDEN HILLS DRIVE

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/05/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

(Street)
 GOLDEN VALLEY, MN 55416

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(A) or (D)	Price
Common Stock	12/05/2010		F		528	D	\$ 9.41
Common Stock	12/07/2010		F		348	D	\$ 9.19
Common Stock						I	155

By minor children (2)

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

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number.

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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 11.87					02/15/2003 ⁽³⁾ 02/15/2012	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 11.42					05/16/2006 ⁽³⁾ 05/16/2012	Common Stock	30,000
Employee Stock Option (Right to Buy)	\$ 12.95					12/07/2007 ⁽⁴⁾ 12/07/2013	Common Stock	16,500
Employee Stock Option (Right to Buy)	\$ 12.34					12/07/2008 ⁽⁴⁾ 12/07/2014	Common Stock	13,350
Employee Stock Option (Right to Buy)	\$ 4.99					12/05/2009 ⁽⁴⁾ 12/05/2015	Common Stock	46,200
Employee Stock Option (Right to Buy)	\$ 6.2873					09/11/2010 ⁽⁴⁾ 09/11/2016	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IVERSON KATHLEEN P 5900 GOLDEN HILLS DRIVE GOLDEN VALLEY, MN 55416	X		President & CEO	

Signatures

Kathleen P.
Iverson 12/07/2010

__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) 556 restricted stock units that vest on December 7, 2011, and (b) 3,811 restricted stock units that vest in increments of 1,906 shares on December 5, 2011 and 1,905 shares on December 5, 2012.
- (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.

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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