

CYBEROPTICS CORP

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BERTELSEN JEFFREY A

(Last) (First) (Middle)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2008

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

Chief Financial Officer

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	12/05/2008		A		4,356	A \$ 0	6,556 ⁽¹⁾ D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option	\$ 14.6					07/26/2006 ⁽²⁾	Common Stock	10,0
Employee Stock Option	\$ 12.95					12/07/2007 ⁽²⁾	Common Stock	6,67
Employee Stock Option	\$ 12.34					12/07/2008 ⁽²⁾	Common Stock	6,70
Employee Stock Option	\$ 4.99	12/05/2008		A	26,400	12/05/2009 ⁽²⁾	Common Stock	26,4

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BERTELSEN JEFFREY A	Chief Financial Officer

Signatures

Jeffrey A.
Bertelsen 12/08/2008

**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).

Includes (a) 550 restricted stock units that vest in increments of 275 shares on each of December 7, 2009 and 2010; (b) 825 restricted
(1) stock units that vest in increments of 275 shares on each of December 7, 2009, 2010 and 2011; and (c) 4,356 restricted stock units that
vest in increments of 1,089 shares on each of December 5, 2009, 2010, 2011 and 2012.

(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.

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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