

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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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 \*  
 DiMarco Steven J

(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)  
 VP/GM Inspection Systems Bus.

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                              | 3,812 A \$ 0  | 6,291 <u>(1)</u> <u>(2)</u>   | 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 displays a currently valid OMB control number.**

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                      | \$ 12.86   |                                      |  |                                |   | 12/07/2006 <sup>(3)</sup> 12/07/2012                     | Common Stock  | 10,000                     |
| Employee Stock Option                      | \$ 12.95   |                                      |  |                                |   | 12/07/2007 <sup>(3)</sup> 12/07/2013                     | Common Stock  | 3,500                      |
| Employee Stock Option                      | \$ 12.34   |                                      |  |                                |   | 12/07/2008 <sup>(3)</sup> 12/07/2014                     | Common Stock  | 3,500                      |
| Employee Stock Option                      | \$ 4.99  | 12/05/2008                           |  | A                              | 23,100  | 12/05/2009 <sup>(3)</sup> 12/05/2015                     | Common Stock  | 23,100                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| DiMarco Steven J<br>5900 GOLDEN HILLS DRIVE<br>GOLDEN VALLEY, MN 55416 |               |           | VP/GM Inspection Systems Bus. |       |

## Signatures

Steven DiMarco 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).
  - (1) Includes (a) 250 restricted stock units that vest in increments of 125 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) 3,812 restricted stock units that vest in increments of 953 shares on each of December 5, 2009, 2010, 2011 and 2012.
  - (2) Includes 817 shares acquired under the Company's Employee Stock Purchase Plan on July 31, 2008.
  - (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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