Perkins Sherrie L Form 4 December 20, 2011

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

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Section 16. Form 4 or

(Middle)

SECURITIES

may continue. See Instruction

1(b).

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obligations

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)

(Last)

1. Name and Address of Reporting Person * Perkins Sherrie L

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

CYBERONICS INC [CYBX]

100 CYBERONICS BLVD

3. Date of Earliest Transaction

(Month/Day/Year) 12/15/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title _ Other (specify below)

VP, Mktg & NBD

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

HOUSTON, TX 77058

(City)	(State) (Z	Zip) Table	e I - Non-Do	erivative S	ecuritie	es Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	12/15/2011		A	2,115	A	(1)	10,273	D	
Common Stocvk	12/15/2011		A	10,000	A	<u>(2)</u>	20,273	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 on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	Pate	7. Title and A Underlying S (Instr. 3 and	Securities	8. I De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to purchase common stock	\$ 32.39	12/15/2011		A	5,288	(3)	12/15/2021	Common Stock	5,288	\$

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Perkins Sherrie L 100 CYBERONICS BLVD HOUSTON, TX 77058

VP, Mktg & NBD

Signatures

/s/ Sherrie L. 12/20/2011 Perkins

**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).
- Reporting Person was granted 2,115 restricted shares of common stock stock, all of such shares shall vest and all forfeiture restrictions (1) thereon to lapse on December 15, 2014. The restricted shares are subject to forfeiture prior to vesting in accordance with the terms of the
- Restricted Stock Agreement.

 Reporting Person was granted 10,000 restricted shares of common stock that vest, as earned, subject to the satisfaction of certain specified
- targets. The restricted shares are also subject to forfeiture prior to vesting in accordance with the terms of the Restricted Stock Agreement.
- Reporting person was granted an option to purchase 5,288 shares of common stock, 25% of the shares under such option to vest on each of the next four anniversaries of December 15, 2011. The option to purchase such shares is subject to forfeiture prior to vesting in accordance with the terms of the Stock Option Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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