

Moore Daniel Jeffrey  
 Form 4  
 September 18, 2012

**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 \*  
 Moore Daniel Jeffrey

(Last) (First) (Middle)  
 100 CYBERONICS BLVD  
 (Street)

HOUSTON, TX 77058

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 CYBERONICS INC [CYBX]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/14/2012

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)  
 President & CEO

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)	
				(A) or (D)	Price			
Common Stock	09/14/2012		F	2,508	D	11	211,061	D
Common Stock	09/14/2012		F	3,344	D	12	207,717	D
Common Stock	09/14/2012		F	2,146	D	13	205,571	D
Common Stock	09/17/2012		P	4,000	A	\$ 14.72	209,571	D
Common Stock	09/17/2012		S	7,000	D	\$ 50.45	202,571	D
				(5)		(4)		

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Common Stock	35,630	I	Daniel J. Moore 2011 GRAT I
Common Stock	35,630	I	Grace M. Moore 2011 GRAT I
Common Stock	14,370	I	Grace M. Moore
Common Stock	57,183	I	Moore Family 2012 Gift Trust

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)

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
Option to purchase common stock	\$ 14.72	09/17/2012		M	4,000	(6) 06/09/2019	Common Stock	4,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		President & CEO	

Moore Daniel Jeffrey  
100 CYBERONICS BLVD  
HOUSTON, TX 77058

## Signatures

/s/ Daniel J.  
Moore

09/18/2012

\*\*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) The referenced shares were withheld from distribution at the request of Reporting Person. Such shares were forfeited and the associated value was used to offset the tax liability associated with the September 15, 2012 vesting of 6,880 shares of restricted stock.
- (2) The referenced shares were withheld from distribution at the request of Reporting Person. Such shares were forfeited and the associated value was used to offset the tax liability associated with the September 15, 2012 vesting of 9,174 shares of restricted stock.
- (3) The referenced shares were withheld from distribution at the request of Reporting Person. Such shares were forfeited and the associated value was used to offset the tax liability associated with the September 15, 2012 vesting of 5,887 shares of restricted stock.
- (4) Represents weighted average selling price. Securities were sold through approximately 36 separate sales on the transaction date at prices ranging from \$50.01 to \$50.77. The reporting person hereby undertakes to provide upon request to the SEC, the issuer or any stockholder of the issuer the full information regarding the number of shares and prices at which the transaction was effected.
- (5) Shares sold pursuant to a Rule 10b5-1 Plan.
- (6) Reporting Person was granted an option to purchase 40,760 shares of common stock on June 8, 2009. The option is fully vested and expires June 8, 2019. The option was subject to certain vesting and forfeiture requirements in accordance with the terms of the applicable 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.