

Moore Daniel Jeffrey  
 Form 4  
 October 17, 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 10/15/2012

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

HOUSTON, TX 77058  
 (City) (State) (Zip)

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

**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 (D) Price			
Common Stock	10/15/2012		P	380 A \$ 14.72	202,951	D	
Common Stock	10/15/2012		P	3,620 A \$ 19.39	206,571	D	
Common Stock	10/15/2012		S	7,000 (2) D \$ 51.104 (1)	199,571	D	
Common Stock					35,630	I	Daniel J. Moore 2011 GRAT I
					35,630	I	

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Common Stock						Grace M. Moore 2011 GRAT I
Common Stock			54,183	I		Moore Family 2012 Gift Trust
Common Stock			14,370	I		DJM Family Partnership, Ltd.

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)

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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Option to purchase common stock	\$ 14.72	10/15/2012		M	380	<u>(3)</u> 06/08/2019	Common Stock	380
Option to purchase common stock	\$ 19.39	10/15/2012		M	3,620	<u>(4)</u> 06/16/2018	Common Stock	3,620

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moore Daniel Jeffrey 100 CYBERONICS BLVD	X		President & CEO	

HOUSTON, TX 77058

## Signatures

/s/ Daniel J.

10/17/2012

Moore

\_\_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).
  - Represents weighted average selling price. Securities were sold through approximately 41 separate sales on the transaction date at prices
  - (1) ranging from \$50.46 to \$51.51. 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.
  - (2) Shares sold pursuant to 10b5-1 Plan.
  - Reporting Person was granted an option to purchase 40,760 shares of common stock, 25% of the shares under such option to vest on each
  - (3) of the next four anniversaries of June 8, 2009. The option to purchase such shares is subject to certain vesting and forfeiture requirements in accordance with the terms of the applicable Stock Option Agreement.
  - (4) Reporting person was granted an option to purchase 75,000 shares of common stock on June 16, 2008. The option is fully vested and expires June 16, 2018. The option 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.

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