

Moore Daniel Jeffrey
Form 4
December 19, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
12/17/2012

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

HOUSTON, TX 77058

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

(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 Price (D)					
Common Stock	12/17/2012		P		4,000	A	\$ 19.39 183,190	D		
Common Stock	12/17/2012		S		7,000 (2)	D	\$ 51.236 (1)	176,190	D	
Common Stock	12/19/2012		G	V	283	D	(3)	28,030	I	DJM Family Partnership, Ltd.
Common Stock								35,630	I	Daniel J. Moore 2011 GRAT I

Edgar Filing: Moore Daniel Jeffrey - Form 4

Common Stock	35,630	I	Grace M. Moore 2011 GRAT I
Common Stock	48,183	I	Moore Family 2012 Gift Trust

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 (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	\$ 19.39	12/17/2012		M	4,000	<u>(4)</u> 06/16/2018	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moore Daniel Jeffrey 100 CYBERONICS BLVD HOUSTON, TX 77058	X		President & CEO	

Signatures

/s/ Daniel J. Moore
12/19/2012

**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) Represents weighted average selling price. Securities were sold through approximately 46 separate sales on the transaction date at prices ranging from \$50.755 to \$51.62. 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 Reporting Person's 10b5-1 Plan.
- (3) Represents the gifting of a 1% (283 shares) interest in DJM Family Partnership, Ltd. to The Greater Houston Community Foundation, following which Reporting Person is deemed to indirectly beneficially own a 99% interest in DJM Family Partnership, Ltd.
- (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. 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.