

OLSEN ALAN J
Form 4
January 06, 2006

FORM 4

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

OMB APPROVAL

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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 *
OLSEN ALAN J

(Last) (First) (Middle)

100 CYBERONICS
BLVD, CYBERONICS BLDG

(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)
01/05/2006

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)

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 or Price		
Common Stock	01/05/2006		M		583 A \$ 11.625	9,058	D
Common Stock	01/05/2006		M		13,417 A \$ 11.625	22,475	D
Common Stock	01/05/2006		M		5,000 A \$ 11.39	27,475	D
Common Stock	01/05/2006		S		700 D \$ 31.1	26,775	D
Common Stock	01/05/2006		S		100 D \$ 31.11	26,675	D

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Common Stock	01/02/2006	S	100	D	\$ 31.12	26,575	D
Common Stock	01/05/2006	S	542	D	\$ 31.13	26,033	D
Common Stock	01/05/2006	S	640	D	\$ 31.14	25,393	D
Common Stock	01/05/2006	S	1,194	D	\$ 31.15	24,199	D
Common Stock	01/05/2006	S	300	D	\$ 31.16	23,899	D
Common Stock	01/05/2006	S	594	D	\$ 31.17	23,305	D
Common Stock	01/05/2006	S	400	D	\$ 31.18	22,905	D
Common Stock	01/05/2006	S	1,500	D	\$ 31.19	21,405	D
Common Stock	01/05/2006	S	2,200	D	\$ 31.2	19,205	D
Common Stock	01/05/2006	S	1,500	D	\$ 31.21	17,705	D
Common Stock	01/05/2006	S	1,800	D	\$ 31.22	15,905	D
Common Stock	01/05/2006	S	800	D	\$ 31.23	15,105	D
Common Stock	01/05/2006	S	900	D	\$ 31.24	14,205	D
Common Stock	01/05/2006	S	1,772	D	\$ 31.26	12,433	D
Common Stock	01/05/2006	S	758	D	\$ 31.27	11,675	D
Common Stock	01/05/2006	S	1,500	D	\$ 31.28	10,175	D
Common Stock	01/05/2006	S	700	D	\$ 31.29	9,475	D
Common Stock	01/05/2006	S	100	D	\$ 31.3	9,375	D
Common Stock	01/05/2006	S	900	D	\$ 31.31	8,475	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

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(9-02)

required to respond unless the form displays a currently valid OMB control number.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options to buy common stock	\$ 11.625	01/05/2006		M	583	06/28/2004 ⁽¹⁾ 06/28/2009	Common Stock 583
Options to buy Common Stock	\$ 11.625	01/05/2006		M	13,417	06/28/2004 ⁽¹⁾ 06/28/2009	Common Stock 13,417
Options to buy Common Stock	\$ 11.39	01/05/2006		M	5,000	05/02/2003 ⁽²⁾ 05/02/2011	Common Stock 5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OLSEN ALAN J 100 CYBERONICS BLVD CYBERONICS BLDG HOUSTON, TX 77058	X			

Signatures

/s/ Alan J. Olsen 01/06/2006

**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).

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- (1) Options fully vested
- (2) Options vest ratably over 60 months; options exercised are fully vested.

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.