

Bertelsen Jeffrey A.
Form 4
November 22, 2017

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 *
Bertelsen Jeffrey A.

2. Issuer Name and Ticker or Trading Symbol
CYBEROPTICS CORP [CYBE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5900 GOLDEN HILLS DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
11/22/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO and COO

(Street)

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

GOLDEN VALLEY, MN 55416

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Price | | | |
| Common Stock | 11/22/2017 | | M | 10,000 A \$ 8.71 | 78,240 ⁽¹⁾ | D | |
| Common Stock | 11/22/2017 | | F | 6,813 D \$ 16.75 | 71,427 ⁽¹⁾ | 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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: Bertelsen Jeffrey A. - Form 4

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option | \$ 8.71 | 11/22/2017 | | M | 10,000 | 12/10/2011 ⁽²⁾ 12/10/2017 | Common Stock 10,000 |
| Employee Stock Option | \$ 7.3 | | | | | 01/06/2013 ⁽²⁾ 01/06/2019 | Common Stock 23,300 |
| Employee Stock Option | \$ 7.48 | | | | | 12/14/2013 ⁽²⁾ 12/14/2019 | Common Stock 16,600 |
| Employee Stock Option | \$ 5.39 | | | | | 12/06/2014 ⁽³⁾ 12/06/2020 | Common Stock 16,700 |
| Employee Stock Option | \$ 7.7 | | | | | 02/21/2015 ⁽³⁾ 02/21/2021 | Common Stock 10,000 |
| Employee Stock Option | \$ 9.62 | | | | | 12/05/2015 ⁽³⁾ 12/05/2021 | Common Stock 18,500 |
| Employee Stock Option | \$ 7.18 | | | | | 12/11/2016 ⁽³⁾ 12/11/2022 | Common Stock 26,000 |
| Employee Stock Option | \$ 26.4 | | | | | 12/09/2017 ⁽³⁾ 12/09/2023 | Common Stock 5,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bertelsen Jeffrey A. 5900 GOLDEN HILLS DRIVE GOLDEN VALLEY, MN 55416 | | | CFO and COO | |

Signatures

Jeffrey A.
Bertelsen

11/22/2017

 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) Includes (a) 687 restricted stock units that vest on December 6, 2017; (b) 1,600 restricted stock units that vest in increments of 800 shares on each of December 5, 2017 and 2018; (c) 3,375 restricted stock units that vest in increments of 1,125 shares on each of December 11, 2017, 2018 and 2019; and (d) 1,500 restricted stock units that vest in increments of 375 shares on each of December 9, 2017, 2018, 2019 and 2020.
- (2) Fully exercisable.
- (3) Exercisable with respect to 25% of such shares on such date and with respect to an additional cumulative 25% of such shares on the next three anniversaries of such date.

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.