

CYBEROPTICS CORP
 Form 4
 December 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 *
 Good Daniel

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

GOLDEN VALLEY, MN 55416
 (City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/14/2012

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)
 VP of Corporate Development

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)
Common Stock				(A) or (D) Price	6,087 ⁽¹⁾	D	

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)

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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)	Amount or Number of Shares
Employee Stock Option	\$ 11.18					05/03/2011 ⁽²⁾ 05/03/2017	Common Stock	40,000
Employee Stock Option	\$ 8.71					12/10/2011 ⁽²⁾ 12/10/2017	Common Stock	5,000
Employee Stock Option	\$ 7.3					01/16/2013 ⁽²⁾ 01/16/2019	Common Stock	13,333
Employee Stock Option	\$ 7.48	12/14/2012		A	13,333	12/14/2013 ⁽²⁾ 12/14/2019	Common Stock	13,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Good Daniel 5900 GOLDEN HILLS DRIVE GOLDEN VALLEY, MN 55416			VP of Corporate Development	

Signatures

Daniel Good 12/17/2012
 **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) Includes (a) 416 restricted stock units that vest in increments of 208 shares on each of December 10, 2013 and 2014; (b) 2,222 restricted stock units that vest in increments of 556 shares on each of January 6, 2013 and 2014 and in increments of 555 shares on each of January 6, 2015 and 2016; and (c) 2,222 restricted stock units that vest in increments of 556 shares on each of December 14, 2013 and 2014 and in increments of 555 shares on each of December 14, 2015 and 2016.
 - (2) 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.

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