

CYBEROPTICS CORP  
Form 4  
December 12, 2016

**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 \*  
Kulkarni Subodh K

(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)  
12/09/2016

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)  
President and CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    | 12/09/2016                           |  | A                              | 3,000 A \$ 0  | 46,114 <sup>(1)</sup> <sup>(2)</sup>  | 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                      | \$ 6.97  |                                      |  |                                |   | 01/14/2015 <sup>(3)</sup> 01/14/2021                     | Common Stock  | 80,000                     |
| Employee Stock Option                      | \$ 9.62  |                                      |  |                                |   | 12/05/2015 <sup>(3)</sup> 12/05/2021                     | Common Stock  | 38,700                     |
| Employee Stock Option                      | \$ 7.18  |                                      |  |                                |   | 12/11/2016 <sup>(3)</sup> 12/11/2022                     | Common Stock  | 55,000                     |
| Employee Stock Option                      | \$ 26.4  | 12/09/2016                           |  | M                              | 12,000  | 12/09/2017 <sup>(3)</sup> 12/09/2023                     | Common Stock  | 12,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| Kulkarni Subodh K<br>5900 GOLDEN HILLS DRIVE<br>GOLDEN VALLEY, MN 55416 | X             |           | President and CEO |       |

## Signatures

Subodh K. Kulkarni  
 12/12/2016  
 \*\*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) 10,000 restricted stock units that vest in increments of 5,000 shares on each of January 14, 2017 and 2018, (b) 3,124 restricted stock units that vest in increments of 1,562 shares on each of December 5, 2017 and 2018; (c) 6,562 restricted stock units that vest in increments of 2,188 shares on December 11, 2017 and 2,187 shares on each of December 11, 2018 and 2019, and (d) 3,000 restricted stock units that vest in increments of 750 shares on each of December 9, 2017, 2018, 2019 and 2020.
  - (2) Includes 1,307 shares acquired under the Company's Employee Stock Purchase Plan on July 29, 2016.
  - (3)

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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.