

Kulkarni Subodh K
Form 4
August 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 *
Kulkarni Subodh K

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)
08/22/2017

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

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 08/22/2017 | | P | 500 A \$ 13.8325 | 50,077 ⁽¹⁾ ⁽²⁾ | 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option | \$ 6.97 | | | | | 01/14/2015 ⁽³⁾ 01/14/2021 | Common Stock | 77,000 |
| Employee Stock Option | \$ 9.62 | | | | | 12/05/2015 ⁽³⁾ 12/05/2021 | Common Stock | 38,750 |
| Employee Stock Option | \$ 7.18 | | | | | 12/11/2016 ⁽³⁾ 12/11/2022 | Common Stock | 55,000 |
| Employee Stock Option | \$ 26.4 | | | | | 12/09/2017 ⁽³⁾ 12/09/2023 | Common Stock | 12,000 |

Reporting Owners

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

Signatures

Subodh K.
Kulkarni

08/22/2017

**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) 5,000 restricted stock units that vest on January 14, 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.

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- (2) Includes 463 shares acquired under the Company's Employee Stock Purchase Plan on July 31, 2017.
- (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.

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