

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-05-18** | Period of Report: **2004-05-14**

SEC Accession No. **0001283875-04-000007**

([HTML Version](#) on secdatabase.com)

REPORTING OWNER

LARSON SCOTT G

CIK: **1220565**

Type: **4** | Act: **34** | File No.: **000-16577** | Film No.: **04815049**

Mailing Address

*5900 GOLDEN HILLS DRIVE
GOLDEN VALLEY MN 55416*

ISSUER

CYBEROPTICS CORP

CIK: **768411** | IRS No.: **411472057** | State of Incorporation: **MN** | Fiscal Year End: **1231**

SIC: **3827** Optical instruments & lenses

Business Address

*5900 GOLDEN HILLS DR
MINNEAPOLIS MN 55416
6125425000*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person LARSON SCOTT G			2. Issuer Name and Ticker or Trading Symbol CYBEROPTICS CORP [CYBE]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Vice President-Finance & CFO	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2004		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
5900 GOLDEN HILLS DRIVE (Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			
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	(A) or (D)	Price			
Common Stock	05/14/2004		<u>M</u>		1,000	A	\$10.01	8,363	D	
Common Stock	05/14/2004		<u>M</u>		1,000	A	\$11.24	9,363	D	
Common Stock	05/14/2004		<u>M</u>		1,000	A	\$11.87	10,363	D	
Common Stock	05/14/2004		<u>M</u>		6,250	A	\$11.71	16,613	D	
Common Stock	05/14/2004		<u>S</u>		1,000	D	\$21	15,613	D	
Common Stock	05/14/2004		<u>S</u>		300	D	\$21.21	15,313	D	
Common Stock	05/14/2004		<u>S</u>		100	D	\$21.2	15,213	D	
Common Stock	05/14/2004		<u>S</u>		100	D	\$21.13	15,113	D	
Common Stock	05/14/2004		<u>S</u>		713	D	\$20.7	14,400	D	
Common Stock	05/14/2004		<u>S</u>		200	D	\$20.53	14,200	D	
Common Stock	05/14/2004		<u>S</u>		400	D	\$20.52	13,800	D	
Common Stock	05/14/2004		<u>S</u>		200	D	\$20.51	13,600	D	
Common Stock	05/14/2004		<u>S</u>		6,237	D	\$20.5	7,363	D	

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying	8. Price of Derivative	9. Number of Derivative Securities Beneficially	10. Ownership Form of Derivative	11. Nature of Indirect Beneficial
--	------------------------------------	--------------------------------------	-------------------------------	--------------------------------	------------------------------------	--	--	------------------------	---	----------------------------------	-----------------------------------

	Derivative Security		any (Month/Day/Year)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				Derivative Security (Instr. 3 and 4)		Security (Instr. 5)	Owned Following Reported Transaction(s) (Instr. 4)	Security: Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$33.125							08/11/2001 ⁽¹⁾	08/11/2005	Common Stock	10,000		10,000	D	
Employee Stock Option (Right to Buy)	\$10.01	05/14/2004		<u>M</u>			1,000	12/31/2001 ⁽²⁾	04/26/2006	Common Stock	1,000	\$ 0	0	D	
Employee Stock Option (Right to Buy)	\$11.24	05/14/2004		<u>M</u>			1,000	05/18/2002 ⁽¹⁾	05/18/2006	Common Stock	2,000	\$ 0	1,000	D	
Employee Stock Option (Right to Buy)	\$11.87	05/14/2004		<u>M</u>			1,000	12/31/2002 ⁽³⁾	02/15/2007	Common Stock	1,000	\$ 0	0	D	
Employee Stock Option (Right to Buy)	\$11.71	05/14/2004		<u>M</u>			6,250	05/17/2003 ⁽¹⁾	05/17/2009	Common Stock	25,000	\$ 0	18,750	D	
Employee Stock Option (Right to Buy)	\$10							12/06/2004 ⁽¹⁾	12/06/2010	Common Stock	15,000		15,000	D	

Explanation of Responses:

1. 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.
2. Exercisable with respect to 50% of such shares on each of 12/31/01 and 12/31/02.
3. Exercisable with respect to 50% of such shares on each of 12/31/02 and 12/31/03.

Signatures

Scott G. Larson

** Signature of Reporting Person

05/18/2004

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.