

CIMOCHOWSKI ALEX B
Form 4
August 29, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
CIMOCHOWSKI ALEX B

(Last) (First) (Middle)

4841 NORTH SCOTTSDALE ROAD

(Street)

SCOTTSDALE, AZ 85251

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/28/2006

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)

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) Code V Amount Price | | | |
| Common Stock | 08/28/2006 | | S | 800 D \$ 12.86 | 2,681 | D | |
| Common Stock | 08/28/2006 | | S | 300 D \$ 12.85 | 2,381 | D | |
| Common Stock | 08/28/2006 | | S | 400 D \$ 12.84 | 1,981 | D | |
| Common Stock | 08/28/2006 | | S | 500 D \$ 12.845 | 1,481 | D | |
| Common Stock | | | | | 1,925 | I | In Trust ⁽¹⁾ |

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Common Stock 2,500 I By Spouse (2)

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

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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 Securities (Instr. 3 and 4) | 8. Price or Amount of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Director Stock Option | \$ 10.75 | | | | | 05/08/1998 05/08/2007 | Common Stock 18,000 | |
| Director Stock Option | \$ 11.71 | | | | | 05/17/2002 05/17/2012 | Common Stock 4,500 | |
| Director Stock Option | \$ 21.12 | | | | | 05/14/2004 05/14/2014 | Common Stock 4,500 | |
| Director Stock Option | \$ 11.42 | | | | | 05/16/2005 05/16/2015 | Common Stock 4,500 | |
| Director Stock Option | \$ 13.83 | | | | | 05/15/2006 05/15/2016 | Common Stock 4,500 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

CIMOCHOWSKI ALEX B
4841 NORTH SCOTTSDALE ROAD X
SCOTTSDALE, AZ 85251

Signatures

Alex B.
Cimochowski 08/28/2006

 Signature of Date
Reporting Person

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) As trustee for minor child.
 - (2) Shares are owned by spouse; Mr. Cimochowski disclaims beneficial ownership of such shares.

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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