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CYBEROPTICS CORP
 Form S-8
 February 19, 2003

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM S-8
 REGISTRATION STATEMENT
 Under
 The Securities Act of 1933

CYBEROPTICS CORPORATION
 (Exact name of issuer as specified in its charter)

Minnesota
 (State or other jurisdiction of
 incorporation or organization)

41-1472057
 (I.R.S. Employer Identification No.)

5900 Golden Hills Drive
 Golden Valley, Minnesota 55416
 (Address of Principal Executive Offices) (Zip Code)

CYBEROPTICS CORPORATION 1998 STOCK INCENTIVE PLAN, AS AMENDED
 (Full title of the plan)

Kathleen P. Iverson President CyberOptics Corporation 5900 Golden Hills Drive Golden Valley, Minnesota 55416 (Name and address of agent for service)	Copy to: Thomas Martin Dorsey & Whitney LLP Suite 1500 50 South Sixth Street Minneapolis, MN 55402
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(612) 542-5000
 (Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Am regi
Common Stock, no par value	375,000	\$6.07	\$2,276,250	\$20

(1) The number of shares being registered represents 375,000 shares of Common Stock which may be issued pursuant to the CyberOptics Corporation 1998 Stock Incentive Plan, as amended. Pursuant to Rule 416(a) of the Securities Act of 1933, this registration statement also covers any additional securities that may be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions in accordance with the terms of the plan.

(2) Estimated solely for the purpose of determining the registration fee

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pursuant to Rule 457(c) and Rule 457(h) under the Securities Act of 1933, as amended. The proposed maximum offering price is based upon the average of the high and low selling prices of such Common Stock as quoted on the Nasdaq National Market on February 13, 2003 for 375,000 shares of such Common Stock issuable pursuant to the CyberOptics Corporation 1998 Stock Incentive Plan, as amended.

ADDITIONAL SHARES; INCORPORATION BY REFERENCE. This Registration Statement is executed solely for the purpose of registering 375,000 additional shares of Common Stock of CyberOptics Corporation (the "Company") to be offered pursuant to the terms of the Company's 1998 Stock Incentive Plan, as amended. The Company's previous Registration Statements on Form S-8, dated August 18, 1998 (File No. 333-61711) and December 4, 2000 (File No. 333-51200), as effective, relates to the Company's 1998 Stock Incentive Plan, as amended, and pursuant to General Instruction E, are hereby incorporated by reference.

ITEM 8. EXHIBITS.

Exhibit Number	Description
4.1	CyberOptics Corporation 1998 Stock Incentive Plan, as amended (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-8 dated December 4, 2000 (File No. 333-51200)).
5.1	Opinion of Dorsey & Whitney LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Dorsey & Whitney LLP (included in Exhibit 5.1 above)
24.1	Power of Attorney (included in the signature page to this Registration Statement).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Golden Valley, State of Minnesota, on this 14th day of February, 2003.

CYBEROPTICS CORPORATION

By: /s/ Kathleen P. Iverson

Kathleen P. Iverson, President

POWER OF ATTORNEY

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The officers and directors of CyberOptics Corporation, whose signatures appear below, hereby constitute and appoint Kathleen P. Iverson and Scott G. Larson, and each of them (with full power to each of them to act alone), the true and lawful attorney-in-fact to sign and execute on behalf of the undersigned, any amendment or amendments to this Registration Statement of CyberOptics Corporation, and each of the undersigned does hereby ratify and confirm all that said attorneys shall do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Name -----	Title -----	
/s/ Kathleen P. Iverson ----- Kathleen P. Iverson	President, CEO and Director (PRINCIPAL EXECUTIVE OFFICER)	February 14, 2003
/s/ Steven K. Case ----- Steven K. Case	Chairman and Director	February 14, 2003
/s/ Steven M. Quist ----- Steven M. Quist	Director	February 14, 2003
/s/ Alex B. Cimochoowski ----- Alex B. Cimochoowski	Director	February 14, 2003
/s/ Michael M. Selzer, Jr. ----- Michael M. Selzer, Jr.	Director	February 14, 2003
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/s/ Irene M. Qualters ----- Irene M. Qualters	Director	February 14, 2003
/s/ Erwin A. Kelen ----- Erwin A. Kelen	Director	February 14, 2003
/s/ Scott G. Larson ----- Scott G. Larson	Vice President and Chief Financial Officer (PRINCIPAL ACCOUNTING OFFICER)	February 14, 2003

EXHIBIT INDEX

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