UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One) **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

(X)

For the quarterly period ended **September 30, 2010**

or

( ) **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ________________ to ________________

Commission file number: **0-10394**

DATA I/O CORPORATION

(Exact name of registrant as specified in its charter)

Washington	91-0864123
(State or other jurisdiction of incorporation)	(I.R.S. Employer Identification No.)

6464 185th Ave NE, Suite 101, Redmond, Washington, 98052
(425) 881-6444

(Address, including zip code, of registrant's principle executive offices and telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No __

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes __ No __

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer __ Accelerated filer __ Non-accelerated filer __ Smaller reporting company X

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes __ No X

Shares of Common Stock, no par value, outstanding as of October 29, 2010:

9,019,510

DATA I/O CORPORATION

FORM 10-Q
For the Quarter Ended September 30, 2010

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

DATA I/O CORPORATION
CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)
(UNAUDITED)

	September 30, 2010	December 31, 2009
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 17,550	$ 15,642
Trade accounts receivable, net of allowance for doubtful accounts of $168 and $171	5,508	3,192
Inventories	3,927	3,947
Other current assets	214	434
TOTAL CURRENT ASSETS	27,199	23,215
Property, plant and equipment – net	1,335	1,819
Other assets	150	102
TOTAL ASSETS	$ 28,684	$ 25,136
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 1,153	$ 970
Accrued compensation	1,359	1,010
Deferred revenue	1,903	1,462
Other accrued liabilities	751	714
Accrued costs of business restructuring	83	100
Income taxes payable	90	91
Current portion long-term debt	126	132
TOTAL CURRENT LIABILITIES	5,465	4,479
Long-term other payables	29	69
Long-term debt	-	90
COMMITMENTS		
STOCKHOLDERS' EQUITY		
Preferred stock -		
Authorized, 5,000,000 shares, including		
200,000 shares of Series A Junior Participating		
Issued and outstanding, none	-	-
Common stock, at stated value -		
Authorized, 30,000,000 shares		
Issued and outstanding, 9,019,510 and 8,955,885 shares	22,066	21,758
Accumulated earnings (deficit)	289	(2,112)
Accumulated other comprehensive income	835	852
TOTAL STOCKHOLDERS' EQUITY	23,190	20,498
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 28,684	$ 25,136

See notes to consolidated financial statements

DATA I/O CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)
(UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	**2009**	**2010**	**2009**
Net Sales	$ 6,605	$ 5,317	$ 19,448	$ 13,593
Cost of goods sold	2,781	2,327	8,021	6,278
Gross margin	3,824	2,990	11,427	7,315
Operating expenses:				
Research and development	957	1,055	2,868	3,096
Selling, general and administrative	1,912	1,577	5,725	4,760
Provision for business restructuring	-	23	-	203
Total operating expenses	2,869	2,655	8,593	8,059
Gain on sale of assets	10	13	13	15
Operating income (loss)	965	348	2,847	(729)
Non-operating income (expense):				
Interest income	13	3	30	21
Interest expense	(3)	(4)	(9)	(16)
Foreign currency transaction gain (loss)	(44)	80	(221)	139
Total non-operating income (loss)	(34)	79	(200)	144
Income (loss) before income taxes	931	427	2,647	(585)
Income tax (expense) benefit	(98)	(96)	(246)	(231)
Net income (loss)	$ 833	$ 331	$ 2,401	$ (816)
Basic earnings (loss) per share	$ 0.09	$ 0.04	$ 0.27	$ (0.09)
Diluted earnings (loss) per share	$ 0.09	$ 0.04	$ 0.26	$ (0.09)
Weighted-average basic shares	9,018	8,933	8,987	8,906
Weighted-average diluted shares	9,148	8,983	9,110	8,906

See notes to consolidated financial statements

DATA I/O CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(UNAUDITED)

	Nine Months Ended September 30, 2010	Nine Months Ended September 30, 2009
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$ 2,401	$ (816)
Adjustments to reconcile income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	824	711
Gain on sale of assets	(13)	(14)
Equipment transferred to cost of goods sold	512	30
Share-based compensation	232	238
Net change in:		
Trade accounts receivable	(2,300)	2,195
Inventories	(12)	700
Other current assets	209	153
Accrued cost of business restructuring	(75)	(180)
Accounts payable and accrued liabilities	590	(868)
Deferred revenue	470	(10)
Deposits and other long-term assets	(49)	-
Net cash provided by (used in) operating activities	2,789	2,139
CASH FLOWS FROM INVESTING ACTIVITIES:		
Additions to property, plant and equipment	(864)	(239)
Proceeds from sale of assets	13	19
Cash provided by (used in) investing activities	(851)	(220)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of common stock	76	62
Payment of capital lease obligation	(96)	(90)
Cash provided by (used in) financing activities	(20)	(28)
Increase (decrease) in cash and cash equivalents	1,918	1,891
Effects of exchange rate changes on cash	(10)	136
Cash and cash equivalents at beginning of year	15,642	13,304
Cash and cash equivalents at end of year	$ 17,550	$ 15,331

See notes to consolidated financial statements

DATA I/O CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 1 - FINANCIAL STATEMENT PREPARATION

Data I/O prepared the financial statements as of and for the three and nine months ended September 30, 2010 and September 30, 2009 according to the rules and regulations of the Securities and Exchange Commission ("SEC"). These statements are unaudited but, in the opinion of management, include all adjustments (consisting of normal recurring adjustments and accruals) necessary to present fairly the results for the periods presented. The balance sheet at December 31, 2009 has been derived from the audited financial statements at that date. We have condensed or omitted certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America according to such SEC rules and regulations. Operating results for the three and nine months ended September 30, 2010 are not necessarily indicative of the results that may be expected for the year ending December 31, 2010. These financial statements should be read in conjunction with the annual audited financial statements and the accompanying notes included in the Company's Form 10-K for the year ended December 31, 2009.

Revenue Recognition

Data I/O recognizes revenue at the time of shipment. When arrangements include multiple elements, we use objective evidence of fair value to allocate revenue to the elements and recognize revenue when the criteria for revenue recognition have been met for each element. The amount of revenue recognized is affected by our judgments as to the collectability of the transaction or whether an arrangement includes multiple elements and if so, whether specific objective evidence of fair value exists for those elements.

The revenue related to products requiring installation that is perfunctory is recognized at the time of shipment provided that persuasive evidence of an arrangement exists, shipment has occurred, the price is fixed or determinable, and collectability is reasonably assured. Installation that is considered perfunctory includes any installation that can be performed by other parties, such as distributors, other vendors, or in most cases the customers themselves. This takes into account the complexity, skill, and training needed as well as customer expectations regarding installation. We measure the standalone fair value of the product versus the service installation value component by the amount paid to independent representative service groups or the amount of additional discount given to independent distributors to provide the service installation.

We record revenue from the sale of service and update contracts as deferred revenue and we recognize it on a straight-line basis over the contractual period, which is typically one year. Service revenue from time and materials contracts and training services are recognized as services are performed. We establish a reserve for sales returns based on historical trends in product returns and estimates for new items. We have a stated return policy that customers can return standard products for any reason within 30 days after delivery, provided that the returned product is received in its original condition, including all packaging materials, for a refund of the price paid less a restocking charge of 30% of the total amount invoiced for the product returned, unless such restocking charge is waived in writing by Data I/O.

On those occasions when we sell software separately, we recognize software revenue upon shipment provided that no significant obligations remain on our part, substantive acceptance conditions, if any, have been met and when the fee is fixed and determinable and when collection is deemed probable.

Certain fixed-price engineering services contracts that require significant production, modification, or customization of software, are accounted for using the percentage-of-completion method. We use the percentage-of-completion method of accounting because it is the most accurate method to recognize revenue based on the nature and scope of certain of our fixed-price engineering services contracts; it is a better measure of periodic income results than other methods and it better matches revenue recognized with the cost incurred. Percentage of completion is measured based primarily on input measures such as hours incurred to date compared to total estimated hours to complete, with consideration given to output measures, such as contract milestones, when applicable. Significant judgment is required when estimating total hours and progress to completion on these arrangements which determines the amount of revenue we recognize as well as whether a loss is recognized if expected to be incurred upon project completion. Revisions to hour and cost estimates are incorporated in the period the amounts are recognized if the results of the period have not been reported; otherwise, the revision of estimates are recognized in the period in which the facts that give rise to the revision become known.

Stock-Based Compensation Expense

Data I/O measures and recognizes compensation expense as required for all share-based payment awards, including employee stock options and restricted stock awards, based on estimated fair values on the grant dates. Total share-based compensation for the three and nine months ended September 30, 2010 was $74,000 and $232,000, respectively. Total share-based compensation for the three and nine months ended September 30, 2009 was $51,000 and $238,000, respectively.

Income Tax

Historically when accounting for uncertainty in income taxes, Data I/O has not incurred any interest or penalties associated with tax matters and no interest or penalties were recognized during the three and nine months ended September 30, 2010. However, the Company has adopted a policy whereby amounts related to interest and penalties associated with tax matters are classified as general and administrative expense when incurred.

Data I/O has incurred net operating losses in certain past years. We continue to maintain a valuation allowance for the full amount of the net deferred tax asset balance associated with our net operating losses, as sufficient uncertainty exists regarding our ability to realize such tax assets in the future. There was $94,000 of unrecognized tax benefits related to uncertain tax positions and related valuation allowance as of September 30, 2010.

Tax years that remain open for examination include 2007, 2008 and 2009 in the United States of America. In addition, tax years from 1999 to 2006 may be subject to examination in the event that the Company utilizes the NOL's or other carry forwards from those years in its current or future year tax return.

Recent Accounting Pronouncements

In February 2010, the Financial Accounting Standard Board ("FASB") issued ASU No. 2010-09, *Subsequent Events (Topic 855): Amendments to Certain Recognition and Disclosure Requirements* ("ASU 2010-09"), which amends the disclosure guidance with respect to the disclosure of subsequent-events procedures. Specifically, the new guidance exempts SEC filers from disclosing the date through which subsequent events have been evaluated, instead requiring them to "evaluate subsequent events through the date the financial statements are issued." The impact of adoption of this standard had no financial effect on the accompanying condensed consolidated financial statements.

In January 2010, the FASB issued ASU No. 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements* ("ASU 2010-06"), which amends the disclosure guidance with respect to fair value measurements. Specifically, the new guidance requires disclosure of amounts transferred in and out of Levels 1 and 2 fair value measurements, a reconciliation presented on a gross basis rather than a net basis of activity in Level 3 fair value measurements, greater disaggregation of the assets and liabilities for which fair value measurements are presented and more robust disclosure of the valuation techniques and inputs used to measure Level 2 and 3 fair value measurements. ASU 2010-06 is effective for interim and annual reporting periods beginning after December 15, 2009, with the exception of the new guidance around the Level 3 activity reconciliations, which is effective for fiscal years beginning after December 15, 2010. The impact of adoption of this standard had no financial effect on the accompanying condensed consolidated financial statements.

In October 2009, the FASB issued ASU No. 2009-13, *Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements* ("ASU 2009-13"). It provides amendments to the criteria for separating consideration in multiple-deliverable arrangements. This standard establishes a selling price hierarchy for determining the selling price of a deliverable. The selling price used for each deliverable will be based on vendor-specific objective evidence if available, third-party evidence if vendor-specific objective evidence is not available, or estimated selling price if neither vendor-specific objective evidence nor third-party evidence is available. This standard also replaces the term *fair value* in the revenue allocation guidance with *selling price* to clarify that the allocation of revenue is based on entity-specific assumptions rather than assumptions of a market participant. It also eliminates the residual method of allocation and requires that arrangement consideration be allocated at the inception of the arrangements to all deliverables using the relative selling price method. This standard will be effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. Early adoption is permitted. We are currently assessing the potential impact that adoption of this standard may have on our consolidated financial statements.

In October 2009, the FASB issued ASU No. 2009-14, *Software (Topic 985): Certain Revenue Arrangements That Include Software Elements* ("ASU 2009-14"). According to this update, tangible products containing software components and non-software components that function together to deliver the tangible product's essential functionality are no longer within the scope of the software revenue guidance. This standard requires that hardware components of a tangible product containing software components always be excluded from the software revenue guidance. It provides additional guidance on how to determine which software, if any, relating to the tangible product also would be excluded from the scope of the software revenue guidance. This standard will be effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. Early adoption is permitted. This standard shall be adopted in the same period using the same transition method as indicated in the update to revenue arrangements with multiple deliverables. We are currently assessing the potential impact that adoption of this standard may have on our consolidated financial statements.

NOTE 2 - RECLASSIFICATIONS

Certain prior period balances may have been reclassified to conform to the presentation used in the current period.

NOTE 3 – INVENTORIES

Inventory consisted of the following components:

(in thousands)	September 30, 2010	December 31, 2009
Raw material	$ 2,182	$ 2,007
Work-in-process	861	979
Finished goods	884	961
Inventories	$ 3,927	$ 3,947

NOTE 4 – PROPERTY AND EQUIPMENT, NET

Property and equipment consisted of the following components:

(in thousands)	September 30, 2010	December 31, 2009
Leasehold improvements	$ 395	$ 393
Equipment	8,175	8,184
	8,570	8,577
Less accumulated depreciation	7,235	6,758
Property and equipment - net	$ 1,335	$ 1,819

NOTE 5 – BUSINESS RESTRUCTURING

We took restructuring actions in 2008 totaling $542,000, primarily severance-related, and additional actions in 2009 totaling $203,000 to flatten and streamline the organization, as well as reducing cost, by decreasing the size of our Board and abandoning a portion of our building space. At September 30, 2010, $83,000 remains accrued and is scheduled to be fully paid out during 2010 and 2011.

An analysis of the restructuring is as follows:

Downsizing US operations	Reserve Balance 12/31/2008	2009 Expense	2009 Payments/ Write-Offs	Reserve Balance 12/31/2009	2010 Expense	2010 Payments/ Write-Offs	Reserve Balance 9/30/2010
(in thousands)							
Employee severance	$ 80	$ 34	$ 114	$ -	$ -	$ -	$ -
Facility & other costs	7	208	57	158	-	75	83
Downsizing foreign operations:							
Employee severance	289	(67)	222	-	-	-	-
Facility & other costs	13	28	41	-	-	-	-
Total	$ 389	$ 203	$ 434	$ 158	$ -	$ 75	$ 83

NOTE 6 – OTHER ACCRUED LIABILITIES

Other accrued liabilities consisted of the following components:

(in thousands)	September 30, 2010	December 31, 2009
Product warranty	$ 361	$ 291
Sales return reserve	66	102
Deferred rent	66	118
Other taxes	132	94
Other	126	109
Other accrued liabilities	$ 751	$ 714

The changes in Data I/O's product warranty liability for the nine months ending September 30, 2010 are as follows:

(in thousands)	September 30, 2010
Liability, beginning balance	$ 291
Net expenses	493
Warranty claims	(493)
Accrual revisions	70
Liability, ending balance	$ 361

NOTE 7 – OPERATING LEASE AND OTHER COMMITMENTS

Data I/O has purchase obligations for inventory and production costs as well as other obligations such as capital expenditures, service contracts, marketing, and development agreements. Arrangements are considered purchase obligations if a contract specifies all significant terms, including fixed or minimum quantities to be purchased, a pricing structure and approximate timing of the transaction. Most arrangements are cancelable without a significant penalty, and with short notice, typically less than 90 days. At September 30, 2010, the purchase and other obligations totaled $1,104,000.

Data I/O also has commitments under non-cancelable operating leases and other agreements, primarily for factory and office space, with initial or remaining terms of one year or more as follows:

Future annual lease payments at September 30, 2010:

(in thousands)	Operating Leases
2010	$ 315
2011	694
2012	135
2013	105
2014	99
Thereafter	33
Total	$ 1,381

NOTE 8 – CONTINGENCIES

As of September 30, 2010, Data I/O was not a party to any material pending legal proceedings, other than ordinary routine litigation incidental to the business.

NOTE 9 – LONG-TERM DEBT

On September 27, 2006, the Company entered into a five year capital lease agreement in the amount of $591,145. The imputed interest rate is 7.69%. At September 30, 2010 scheduled maturities of the capital lease obligation for the years ending December 31 are as follows:

(in thousands)	Long-Term Debt	
2010	$	35
2011		94
2012		-
Total minimum lease payments	$	129
Less: Amount representing interest		(3)
Present value of capital lease obligation	$	126
Current portion of long-term debt		(126)
Non-current portion of long-term debt	$	-

NOTE 10 – EARNINGS (LOSS) PER SHARE

Basic earnings (loss) per share is calculated based on the weighted average number of common shares outstanding during each period. Diluted earnings per share is calculated based on these same weighted average shares outstanding plus the effect of potential shares issuable upon assumed exercise of stock options based on the treasury stock method. Potential shares issuable upon the exercise of stock options are excluded from the calculation of diluted earnings per share to the extent their effect would be anti-dilutive.

The following table sets forth the computation of basic and diluted earnings per share:

	Three Months Ended		Nine Months Ended	
(in thousands)	September 30, 2010	September 30, 2009	September 30, 2010	September 30, 2009
Numerator for basic and diluted earnings per share:				
Net income (loss)	$ 833	$ 331	$ 2,401	$ (816)
Denominator for basic earnings per share - weighted-average shares	9,018	8,933	8,987	8,906
Employee stock options and awards	130	50	123	-
Denominator for diluted earnings per share - adjusted weighted-average shares and assumed conversions of stock options	9,148	8,983	9,110	8,906
Basic and diluted earnings (loss) per share:				
Total basic earnings (loss) per share	$ 0.09	$ 0.04	$ 0.27	$ (0.09)
Total diluted earnings (loss) per share	$ 0.09	$ 0.04	$ 0.26	$ (0.09)

The computation for the three and nine months ended September 30, 2010 excludes 346,761 and 250,661 options, respectively, to purchase common stock as their effect is anti-dilutive. The computation for the three and nine months ended September 30, 2009 excludes 521,793 and 774,695 options, respectively, to purchase common stock as their effect is anti-dilutive.

NOTE 11 – SHARE-BASED COMPENSATION

The impact on our results of operations of recording share-based compensation for the three and nine months ended September 30, 2010 and September 30, 2009, respectively, are as follows:

	Three Months Ended		Nine Months Ended	
	September 30, 2010	September 30, 2009	September 30, 2010	September 30, 2009
(in thousands)				
Cost of goods sold	$ 11	$ 4	$ 24	$ 17
Research and development	3	6	21	20
Selling, general and administrative	60	41	187	201
Total share-based compensation	$ 74	$ 51	$ 232	$ 238
Impact on net income (loss) per share:				
Basic and diluted	$ (0.01)	$ (0.01)	$ (0.03)	$ (0.03)

The fair value of share-based awards for employee stock options was estimated using the Black-Scholes valuation model. The following weighted average assumptions were used to calculate the fair value of stock options granted during the three and nine months ended September 30, 2010 and 2009:

	September 30, 2010	September 30, 2009	September 30, 2010	September 30, 2009
Risk-free interest rates	1.08%	N/A	1.80%	2.43%
Volatility factors	0.56	N/A	0.56	0.61
Expected life of the option in years	4.00	N/A	4.00	4.00
Expected dividend yield	None	N/A	None	None

At September 30, 2010, there remained approximately $808,225 of unamortized expected future compensation expense associated with unvested option grants and restricted stock awards, with a remaining weighted average amortization period of 2.82 years.

NOTE 12 – COMPREHENSIVE INCOME (LOSS)

For the three and nine months ended September 30, 2010 and September 30, 2009, total comprehensive income (loss) was comprised of the following:

	Three Months Ended		Nine Months Ended	
	September 30, 2010	September 30, 2009	September 30, 2010	September 30, 2009
(in thousands)				
Net income (loss)	$ 833	$ 331	$ 2,401	$ (816)
Foreign currency translation gain (loss)	309	120	(16)	92
Total comprehensive income (loss)	$ 1,142	$ 451	$ 2,385	$ (724)

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

General

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. This Act provides a "safe harbor" for forward-looking statements to encourage companies to provide prospective information about themselves as long as they identify these statements as forward-looking and provide meaningful cautionary statements identifying important factors that could cause actual results to differ from the projected results. All statements other than statements of historical fact made in this Quarterly Report on Form 10-Q are forward-looking. In particular, statements herein regarding industry prospects or trends; expected revenues; expected level of expense; future results of operations, restructuring implications; breakeven point, or financial position; changes in gross margin; economic conditions and capital spending outlook; market acceptance of our newly introduced or upgraded products; development, introduction and shipment of new products; and any other guidance on future periods are forward-looking statements. Forward-looking statements reflect management's current expectations and are inherently uncertain. Although Data I/O believes that the expectations reflected in these forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance, achievements, or other future events. Moreover, neither Data I/O nor anyone else assumes responsibility for the accuracy and completeness of these forward-looking statements. Data I/O is under no duty to update any of these forward-looking statements after the date of this report. The reader should not place undue reliance on these forward-looking statements. The discussions above and in the section in Item 1A., Risk Factors "Cautionary Factors That May Affect Future Results" in the Company's Annual report on Form 10-K for the year ended December 31, 2009 describe some, but not all, of the factors that could cause these differences.

OVERVIEW

We continued to focus on our primary goal of managing the business to achieve profitable operations, while developing, launching and enhancing products to drive revenue and earnings growth. Our challenge continues to be operating in a cyclical and challenging industry environment. We are continuing our efforts to balance business geography shifts, increasing costs and strategic investments in our business with the level of demand and mix of business we expect. Tempering these efforts is the forecasting visibility challenge regarding the recovery in certain geographic and customer segments.

We are focusing our research and development efforts in our strategic growth markets, namely new programming technology, and automated programming systems for the manufacturing environment. We continue to focus on extending the capabilities and support for our FlashCORE architecture, and the ProLINE-RoadRunner, FLX, PS, and FlashPAK product lines. Our applications innovation strategy provides complete solutions to target customer's business problems. These solutions generally have a larger software element, may involve third-party components, and in many cases, will be developed or customized to address the specific requirements of individual customers. During the first quarter of 2010 we received two major software application orders and we received a new major software application order during the third quarter. We believe by adding these features and applications to our strategic product platforms, we will be able to set ourselves apart from other product suppliers and elevate our relationships with our customers to a partner level.

Our customer focus has been on strategic high volume manufacturers in key market segments like wireless, automotive, industrial controls and programming centers and supporting NAND Flash and microcontrollers on our newer products to gain new accounts and in newer areas, such as microcontrollers for the automotive market with our new ProLINE-RoadRunner XLF. We continued to expand our China operations to take advantage of the growth of manufacturing in China and to operate close to our customers. We continued to address the effectiveness of our sales and marketing organization and sales channels by adding and changing channels during 2009 and 2010. We recognized the need to diversify our customer base and are continuing to take steps to broaden our channels of distribution and representation to reach a greater number of customers. We have broadened our sales coverage in the Americas and have added, and trained, additional sales representative channels, again expanding the use of a variable cost model.

BUSINESS RESTRUCTURING

We took restructuring actions in 2008 totaling $542,000, primarily severance-related, and additional actions in 2009 totaling $203,000 to flatten and streamline the organization, as well as reducing cost, by decreasing the size of our Board and abandoning a portion of our building space. At September 30, 2010, $83,000 remains accrued and is scheduled to be fully paid out during 2010 and 2011.

CRITICAL ACCOUNTING POLICY JUDGMENTS AND ESTIMATES

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires that we make estimates and judgments, which affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. On an on-going basis, Data I/O evaluates our estimates, including those related to revenue recognition, estimating the percentage-of-completion on fixed-price professional engineering service contracts, sales returns, bad debts, inventories, investments, intangible assets, income taxes, warranty obligations, restructuring charges, contingencies such as litigation, and contract terms that have multiple elements and other complexities typical in the capital equipment industry. We base our estimates on historical experience and other assumptions that we believe are reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

Data I/O believes the following critical accounting policies affect the more significant judgments and estimates used in the preparation of our financial statements:

Revenue Recognition: Sales of Data I/O's semiconductor programming equipment are recognized at the time of shipment. We have determined that our automated products have reached a point of maturity and stability such that product acceptance can be assured by testing at the factory prior to shipment and that the installation meets the criteria to be considered a separate element. These systems are standard products with published product specifications and are configurable with standard options. The evidence that these systems could be accepted was based upon having standardized factory production of the units, results from batteries of tests of product performance to our published specifications, quality inspections and installation standardization, as well as past product operation validation with customers and the history provided by our installed base of products upon which the current versions were based. When arrangements include multiple elements, we use objective evidence of fair value to allocate revenue to the various elements and recognize revenue when the criteria for revenue recognition have been met for each element. The amount of revenue recognized is affected by our judgments as to the collectability of the transaction or whether an arrangement includes multiple elements and if so, whether specific objective evidence of fair value exists for those elements. The measure of standalone fair value of the product versus the service installation value component is determined by the amount Data I/O pays to independent representative service groups or the amount of additional discount given to independent distributors, to provide the service installation. Changes to the elements in an arrangement and the ability to establish specific objective evidence for those elements could affect the timing of the revenue recognition. These conditions could be subjective and actual results could vary from the estimated outcome.

Installation that is considered perfunctory includes any installation that can be performed by other parties, such as distributors, other vendors, or in most cases the customer themselves. This takes into account the complexity, skill, and training needed as well as customer expectations regarding installation. The revenue related to products requiring installation that is perfunctory is recognized at the time of shipment provided that persuasive evidence of an arrangement exists, shipment has occurred, the price is fixed or determinable, and collectability is reasonably assured.

We record revenue from the sale of service and update contracts as deferred revenue and we recognize it on a straight-line basis over the contractual period, which is typically one year. Service revenue from time and materials contracts and training services is recognized as services are performed. We recognize software revenue upon shipment provided that no significant obligations remain on our part, substantive acceptance conditions, if any, have been met and when the fee is fixed and determinable and when collection is deemed probable.

Certain fixed-price engineering service contracts that require significant production, modification, or customization of software, are accounted for using the percentage-of-completion method. We use the percentage-of-completion method of accounting because it is the most accurate method to recognize revenue based on the nature and scope of our fixed-price professional engineering service contracts; it is a better measure of periodic income results than other methods and it better matches revenue recognized with the costs incurred. Percentage of completion is measured based primarily on input measures such as hours incurred to date compared to total estimated hours to complete, with consideration given to output measures, such as contract milestones, when applicable. Significant judgment is required when estimating total hours and progress to completion on these arrangements which determines the amount of revenue we recognize as well as whether a loss is recognized if one is expected to be incurred upon project completion. Revisions to hour and cost estimates are incorporated in the period the amounts are recognized if the results of the period have not been reported; otherwise, the revision of estimates are recognized in the period in which the facts that give rise to the revision become known.

We establish a reserve for sales returns based on historical trends in product returns and estimates for new items. Data I/O has a stated return policy that customers can return standard products for any reason within 30 days after delivery provided that the returned product is received in its original condition, including all packaging materials, for a refund of the price paid less a restocking charge of 30% of the total amount invoiced for the product returned, unless such restocking charge is waived in writing by Data I/O. For us to recognize revenue, the price is fixed or determinable at the date of the sale, the buyer has paid or is obligated to pay and the obligation is not contingent on resale of the product, the buyer's obligation would not be changed in the event of theft, physical destruction or damage to the product, the buyer acquiring the product for resale has economic substance apart from Data I/O and we have no contractual obligations for future performance to directly bring about the resale of the product by the buyer.

Allowance for Doubtful Accounts: We base the allowance for doubtful accounts receivable on our assessment of the collectability of specific customer accounts and the aging of accounts receivable. If there is deterioration of a major customer's credit worthiness or actual defaults are higher than historical experience, our estimates of the recoverability of amounts due to us could be adversely affected.

Inventory: Inventories are stated at the lower of cost or market. Adjustments are made to standard cost, which approximates actual cost on a first-in, first-out basis. We estimate reductions to inventory for obsolete, slow-moving, excess and non-salable inventory by reviewing current transactions and forecasted product demand. We evaluate our inventories on an item by item basis and record inventory adjustments accordingly. If there is a significant decrease in demand for our products or there is a higher risk of inventory obsolescence because of rapidly changing technology and customer requirements, Data I/O may be required to increase our inventory adjustments and our gross margin could be adversely affected.

Warranty Accruals: Data I/O accrues for warranty costs based on the expected material and labor costs to fulfill our warranty obligations. If we experience an increase in warranty claims, which are higher than our historical experience, our gross margin could be adversely affected.

Tax Valuation Allowances: Given the uncertainty created by our loss history, as well as the current uncertain economic outlook for our industry and capital spending, Data I/O expects to continue to limit the recognition of net deferred tax assets and accounting for uncertain tax positions and maintain the tax valuation allowances. We expect, therefore, that reversals of the tax valuation allowance will take place only as we are able to take advantage of the underlying tax loss or other attributes in carry forward. The transfer pricing and expense or cost sharing arrangements are complex areas where judgments, such as the determination of arms-length arrangements, can be subject to challenges by different tax jurisdictions.

Share-based Compensation: We account for share-based awards made to our employees and directors, including employee stock option awards and restricted and performance share awards, using the estimated grant date fair value method of accounting. We estimate the fair value using the Black-Scholes valuation model, which requires the input of highly subjective assumptions, including the option's expected life and the price volatility of the underlying stock. The expected stock price volatility assumption was determined using the historical volatility of the Company's common stock. Changes in the subjective assumptions required in the valuation model may significantly affect the estimated value of the awards, the related stock-based compensation expense and, consequently, our results of operations. Beginning in the second quarter of 2006, restricted stock awards were granted. Employee Stock Purchase Plan ("ESPP) shares were issued under provisions that do not require us to record any equity compensation expense.

Results of Operations

NET SALES

	Three Months Ended			Nine Months Ended		
Net sales by product line	September 30, 2010	Change	September 30, 2009	September 30, 2010	Change	September 30, 2009
(in thousands)						
Automated programming systems	$ 4,121	31.5%	$ 3,135	$ 12,496	50.8%	$ 8,284
Non-automated programming systems	2,484	13.8%	2,182	6,952	30.9%	5,309
Total programming systems	$ 6,605	24.2%	$ 5,317	$ 19,448	43.1%	$ 13,593

	Three Months Ended			Nine Months Ended		
Net sales by location	September 30, 2010	Change	September 30, 2009	September 30, 2010	Change	September 30, 2009
(in thousands)						
United States	$ 933	48.8%	$ 627	$ 2,418	52.3%	$ 1,588
% of total	14.1%		11.8%	12.4%		11.7%
International	$ 5,672	20.9%	$ 4,690	$ 17,030	41.9%	$ 12,005
% of total	85.9%		88.2%	87.6%		88.3%

Revenue increased to $6.6 million for the third quarter of 2010, an increase of $1.3 million or 24.2% compared to the third quarter of 2009 and essentially flat compared to $6.6 million for the second quarter of 2010. We experienced a revenue increase of 102% in Asia, while Europe and the Americas decreased by 4% and 6%, respectively, compared to the third quarter of 2009. Revenue increased across all of our major product lines from the third quarter of 2009. Our PS Family and FLX lines, in particular, benefited from growth in demand during the quarter. Revenues also continued to benefit from the introduction of our new FlashCORE III technology into our major product lines, as customers sought a better solution to cope with the increasing use of very high-density Flash memory. The backlog of orders totaled $1.7 million at the end of the third quarter of 2010, an increase compared to the backlog of $876,000 at September 30, 2009 and $1.4 million at the end of the second quarter of 2010. Deferred revenue also increased by $528,000 during the third quarter, primarily related to one large PS system that was shipped and invoiced during the quarter but recorded in deferred revenue due to customer installation and acceptance requirements.

Revenues increased by $5.9 million, or 43.1% for the nine months ending September 30, 2010 compared to the nine months ended September 30, 2009 for the same reasons as those noted above. We experienced increased sales in all geographies for the first nine months of 2010 compared to the same period in 2009, with double-digit growth in both automated and non-automated programming systems.

Our trend in orders booked showed significant growth over the third quarter of 2009 in all geographies. Orders from Asian customers more than doubled, increasing 121%, with much of the business coming from increased demand for advanced consumer products such as Smartphones and Tablet computers. Orders in the Americas increased 16% and orders in Europe were up 9% compared to the third quarter of 2009. During the quarter the European sales team opened new accounts in the automotive sector, the industrial process control market and the semiconductor space. The strength in global demand was spread across all customer segments with significant levels of activity in consumer, wireless, automotive and industrial accounts. Orders for our automated products and associated software were up 88% from the third quarter of last year. Orders for our manual programmers and associated software were up 9% and orders for consumables were up 16%, reflecting increased levels of utilization of our equipment.

We expect our new products incorporating the FlashCORE III architecture to continue to drive revenues and we expect to see continued revenue growth from our new sales channels as they gain additional training and experience with our product lines.

GROSS MARGIN

	Three Months Ended			Nine Months Ended		
	September 30, 2010	Change	September 30, 2009	September 30, 2010	Change	September 30, 2009
(in thousands)						
Gross margin	$ 3,824	27.9%	$ 2,990	$ 11,427	56.2%	$ 7,315
Percentage of net sales	57.9%		56.2%	58.8%		53.8%

Gross margins during the third quarter of 2010 increased in both total dollars and as a percentage of sales compared to the third quarter of 2009. Gross margin as a percentage of sales for the third quarter improved to 57.9%, up 1.7 percentage points over the third quarter of 2009. Gross margin as a percentage of sales for the nine month period ending September 30, 2010 increased to 58.8%, up 5.0 percentage points over the period ending September 30, 2009. The improvement was driven by increased sales volume relative to fixed factory and service costs, lower factory variance and a more favorable product mix for both the three and nine month periods ending September 30, 2010. Partially offsetting this was the inclusion of additional development costs charged to operations associated with software contract revenues.

RESEARCH AND DEVELOPMENT

	Three Months Ended			Nine Months Ended		
	September 30, 2010	Change	September 30, 2009	September 30, 2010	Change	September 30, 2009
(in thousands)						
Research and development	$ 957	-9.3%	$ 1,055	$ 2,868	-7.4%	$ 3,096
Percentage of net sales	14.5%		19.8%	14.7%		22.8%

Research and development ("R&D") spending for the third quarter of 2010 decreased by approximately $98,000 compared to the third quarter of 2009 and by $228,000 for the nine months ended September 30, 2010 compared to the nine months ended September 30, 2009, primarily due to the transfer of development costs associated with software contract revenues to operations. R&D as a percentage of net sales also decreased, primarily due to increased sales volume in combination with the transfer of development costs to operations during 2010. New products include enhancements to FlashCORE III, our new programming architecture, and the new versions of ProLINE RoadRunner for Siemens and MyData placement machines.

Selling, General and Administrative

(in thousands)	Three Months Ended September 30, 2010	Change	September 30, 2009	Nine Months Ended September 30, 2010	Change	September 30, 2009
Selling, general & administrative	$ 1,912	21.2%	$ 1,577	$ 5,725	20.3%	$ 4,760
Percentage of net sales	28.9%		29.7%	29.4%		35.0%

Selling, general and administrative ("SG&A") expenses increased approximately $335,000 for the third quarter of 2010 compared to the third quarter of 2009 and $965,000 for the nine month period ended September 30, 2010 compared to the nine month period ended September 30, 2009. This was due primarily to higher commission expense related to the higher sales volume as well as higher incentive and other compensation expense in 2010 compared to 2009.

Interest

(in thousands)	Three Months Ended September 30, 2010	Change	September 30, 2009	Nine Months Ended September 30, 2010	Change	September 30, 2009
Interest income	$ 13	333.3%	$ 3	$ 30	42.9%	$ 21
Interest expense	$ (3)	25.0%	$ (4)	$ (9)	43.8%	$ (16)

Interest income for the three months and nine months ended September 30, 2010 increased compared to the same periods in 2009 due to higher cash balances. Interest expense decreased for the three and nine months ended September 30, 2010 compared to the same periods in 2009 as a result of the lower balance on the equipment capital lease.

Income Taxes

(in thousands)	Three Months Ended September 30, 2010	Change	September 30, 2009	Nine Months Ended September 30, 2010	Change	September 30, 2009
Income tax (expense) benefit	$ (98)	2.1%	$ (96)	$ (246)	6.5%	$ (231)

Income tax expense recorded for the third quarter and first nine months of 2010 and 2009 resulted from foreign and state taxes. The effective tax rate differed from the statutory tax rate primarily due to the effect of valuation allowances and state taxes. Data I/O has a valuation allowance of $9,068,000 as of September 30, 2010. Our deferred tax assets and valuation allowance are reduced by approximately $94,000 associated with the requirements of accounting for uncertain tax positions as of September 30, 2010.

Financial Condition

LIQUIDITY AND CAPITAL RESOURCES

(in thousands)	September 30, 2010	Change	December 31, 2009
Working capital	$ 21,734	$ 2,998	$ 18,736

At September 30, 2010, Data I/O's principal sources of liquidity consisted of existing cash and cash equivalents which continued to increase during the quarter. Our working capital increased by approximately $3 million from December 31, 2009, Our current ratio decreased from 5.2 at December 31, 2009 to 5.0 at September 30, 2010, primarily due to the increase in deferred revenue.

Our cash and cash equivalents increased by approximately $1.9 million during the nine months ended September 30, 2010, primarily due to the increase in net income for the period and inventory reductions during the first half of 2010, offset by increased accounts receivable and capital equipment additions.

We expect that we will continue to make capital expenditures to support our business. Capital expenditures are expected to be funded by existing and internally generated funds or lease financing.

As a result of our significant product development, customer support, international expansion and selling and marketing efforts, we have required substantial working capital to fund our operations. Over the last few years, we restructured our operations to lower our costs and operating expenditures in some geographic regions, while investing in other regions, and to lower the level of revenue required for our net income breakeven point, to preserve our cash position and to focus on profitable operations. We believe that we have sufficient working capital available under our operating plan to fund our operations and capital requirements through at least the next one-year period. Our working capital may be used to fund growth initiatives including acquisitions which could reduce our liquidity. Any substantial inability to achieve our current business plan could have a material adverse impact on our financial position, liquidity, or results of operations and may require us to reduce expenditures and/or seek additional financing.

LONG-TERM DEBT

(in thousands)	September 30, 2010	Change	December 31, 2009
Long-term debt	$ -	$ (90)	$ 90

During the third quarter of 2006, the Company entered into a five-year capital lease agreement in the amount of $591,145. The lease was used to fund new equipment and installation associated with our move to the new facility in July of 2006. Amounts shown exclude current portion of long-term debt in the amounts of $126,000 and $132,000 for the periods ending September 30, 2010 and December 31, 2009, respectively. See Note 9, "Long-Term Debt."

OFF-BALANCE SHEET ARRANGEMENTS

Except as noted above in Note 7, "Operating Lease and Other Commitments," Data I/O had no off-balance sheet arrangements.

RECENT ACCOUNTING PRONOUNCEMENTS

In February 2010, the Financial Accounting Standard Board ("FASB") issued ASU No. 2010-09, *Subsequent Events (Topic 855): Amendments to Certain Recognition and Disclosure Requirements* ("ASU 2010-09"), which amends the disclosure guidance with respect to the disclosure of subsequent-events procedures. Specifically, the new guidance exempts SEC filers from disclosing the date through which subsequent events have been evaluated, instead requiring them to "evaluate subsequent events through the date the financial statements are issued." The impact of adoption of this standard had no financial effect on the accompanying condensed consolidated financial statements.

In January 2010, the FASB issued ASU No. 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements* ("ASU 2010-06"), which amends the disclosure guidance with respect to fair value measurements. Specifically, the new guidance requires disclosure of amounts transferred in and out of Levels 1 and 2 fair value measurements, a reconciliation presented on a gross basis rather than a net basis of activity in Level 3 fair value measurements, greater disaggregation of the assets and liabilities for which fair value measurements are presented and more robust disclosure of the valuation techniques and inputs used to measure Level 2 and 3 fair value measurements. ASU 2010-06 is effective for interim and annual reporting periods beginning after December 15, 2009, with the exception of the new guidance around the Level 3 activity reconciliations, which is effective for fiscal years beginning after December 15, 2010. The impact of adoption of this standard had no financial effect on the accompanying condensed consolidated financial statements.

In October 2009, the FASB issued ASU No. 2009-13, *Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements* ("ASU 2009-13"). It provides amendments to the criteria for separating consideration in multiple-deliverable arrangements. This standard establishes a selling price hierarchy for determining the selling price of a deliverable. The selling price used for each deliverable will be based on vendor-specific objective evidence if available, third-party evidence if vendor-specific objective evidence is not available, or estimated selling price if neither vendor-specific objective evidence nor third-party evidence is available. This standard also replaces the term *fair value* in the revenue allocation guidance with *selling price* to clarify that the allocation of revenue is based on entity-specific assumptions rather than assumptions of a market participant. It also eliminates the residual method of allocation and requires that arrangement consideration be allocated at the inception of the arrangements to all deliverables using the relative selling price method. This standard will be effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. Early adoption is permitted. We are currently assessing the potential impact that adoption of this standard may have on our consolidated financial statements.

In October 2009, the FASB issued ASU No. 2009-14, *Software (Topic 985): Certain Revenue Arrangements That Include Software Elements* ("ASU 2009-14"). According to this update, tangible products containing software components and non-software components that function together to deliver the tangible product's essential functionality are no longer within the scope of the software revenue guidance. This standard requires that hardware components of a tangible product containing software components always be excluded from the software revenue guidance. It provides additional guidance on how to determine which software, if any, relating to the tangible product also would be excluded from the scope of the software revenue guidance. This standard will be effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. Early adoption is permitted. This standard shall be adopted in the same period using the same transition method as indicated in the update to revenue arrangements with multiple deliverables. We are currently assessing the potential impact that adoption of this standard may have on our consolidated financial statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable.

Item 4. Controls and Procedures

Evaluation Of Disclosure Controls And Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, Data I/O evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act) as of the end of the period covered by this report (the "Evaluation Date"). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the Evaluation Date, our disclosure controls and procedures were effective at the reasonable level of assurance. Disclosure Controls are controls and procedures designed to reasonably assure that information required to be disclosed in our reports filed under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. Disclosure Controls are also designed to reasonably assure that such information is accumulated and communicated to our management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Changes In Internal Controls

There were no changes made in our internal controls during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we may be involved in litigation relating to claims arising out of our operations in the normal course of business.

As of September 30, 2010, Data I/O was not a party to any material pending legal proceedings, other than ordinary routine litigation incidental to the business.

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2009, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results. There are no material changes to the Risk Factors described in our Annual Report.

Item 2. Unregistered Sales of Equity Securities, Use of Proceeds

None

Item 3. Defaults Upon Senior Securities

None

Item 4. [Removed and Reserved]

Item 5. Other Information

None

Item 6. Exhibits

(a) **Exhibits**

None

31 **Certification – Section 302:**
- 31.1 Chief Executive Officer Certification
- 31.2 Chief Financial Officer Certification

32 **Certification – Section 906:**
- 32.1 Chief Executive Officer Certification
- 32.2 Chief Financial Officer Certification

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DATA I/O CORPORATION
(REGISTRANT)

DATED: November 12, 2010

By: //S//Joel S. Hatlen
Joel S. Hatlen
Vice President - Finance
Chief Financial Officer
Secretary and Treasurer
(Principal Financial Officer and Duly Authorized Officer)

By: //S//Frederick R. Hume
Frederick R. Hume
President
Chief Executive Officer
(Principal Executive Officer and Duly Authorized Officer)

Exhibit 31.1
Section 302(a) of the Sarbanes-Oxley Act of 2002

I, Frederick R. Hume, certify that:

1) I have reviewed this quarterly report on Form 10-Q of Data I/O Corporation;
2) Based upon my knowledge, this report does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3) Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and
   d) Disclosed in this quarterly report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

DATED: November 12, 2010

/s/ Frederick R. Hume
Frederick R. Hume
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2
Section 302(a) of the Sarbanes-Oxley Act of 2002

I, Joel S. Hatlen, certify that:

1) I have reviewed this quarterly report on Form 10-Q of Data I/O Corporation;
2) Based upon my knowledge, this report does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3) Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:
    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles;
    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and
    d) Disclosed in this quarterly report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

DATED: November 12, 2010

/s/ Joel S. Hatlen
Joel S. Hatlen
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

Certification by Chief Executive Officer
Pursuant to 18 U.S.C. Section 1350
As Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the quarterly report of Data I/O Corporation (the "Company") on Form 10-Q for the period ended September 30, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Frederick R. Hume, Chief Executive Officer of the Company, certify, that pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Frederick R. Hume
Frederick R. Hume
Chief Executive Officer
(Principal Executive Officer)
November 12, 2010

Exhibit 32.2

Certification by Chief Financial Officer
Pursuant to 18 U.S.C. Section 1350
As Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the quarterly report of Data I/O Corporation (the "Company") on Form 10-Q for the period ended September 30, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Joel S. Hatlen, Chief Financial Officer of the Company, certify, that pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Joel S. Hatlen
Joel S. Hatlen
Chief Financial Officer
(Principal Financial Officer)
November 12, 2010