



Letter to Shareholders
2009 Annual Report on Form 10-K
Notice of 2010 Annual Meeting and
Proxy Statement



WINNER
2009
GLOBAL
TECHNOLOGY
AWARD

FlashCORE III
— TECHNOLOGY —

March 31, 2010

Dear Shareholder:

2009 was a challenging year. Capital spending for equipment such as we manufacture declined in the fall of 2008 and then fell precipitously in the first quarter of the year as a full-blown recession in the electronics industry took hold. Orders in the first quarter were a mere \$3.5M, our lowest ever. While orders at \$3.7M in the second quarter weren't much better, by June our customers were gaining more confidence in the future. They once again started to talk about spending money. They hadn't done that in six months. Our orders rebounded to \$5.1M in the third quarter and to \$5.9M in the fourth.

Since we could not predict how deep the recession would be or how long it would last, we used the last quarter of 2008 to further reduce expenses. And, fortunately, we started 2009 with solid cash reserves of \$13.3M. With lower levels of spending, inventory, and receivables, we were able to build cash throughout the year, even during the first and second quarter. This allowed us to invest judiciously in up-to-date tools for technology and efficiency. We returned to profitability in the third and fourth quarter and finished the year with \$15.6M of cash in the bank.

2009 was also a year of accomplishment. We introduced our new FlashCore III programming system and rolled it out into all of our product lines. This raises the bar on competition and provides the opportunity for us to upgrade our large installed base of FlashCore I and FlashCore II systems. We created new versions of our ProLINE RoadRunner product to support the Siemens X-Series and the MyDATA surface mount placement machines. We also made great progress in building the foundation for a growing software business. The evidence of that are the two large software orders we have reported during this first quarter of 2010. We made good progress on our other new business initiatives.

We look forward to 2010 with growing confidence. By all accounts it will be a good year for the semiconductor industry. Our business follows a similar trend. A good year for the industry is generally a good year for us. The smartphone industry continues to innovate and that provides lots of opportunity. The automotive electronics industry is rebounding and should grow for us in 2010. Although many customers remain cautious with respect to business investment

because of uncertainty in the global economy, recovery in the electronics industry is underway.

Finally, we would like to thank you for being our shareholders. Please be assured that we are working hard to measure up to the confidence that you have placed in us.

Sincerely,

Frederick R. Hume, President & CEO

Paul A. Gary, Chairman

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

FORM 10-K

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

(X)

For the fiscal year ended **December 31, 2009**

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
(State or other jurisdiction of incorporation)

91-0864123
(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 principal executive offices and telephone number, including area code)

| | |
|--|---|
| Securities registered pursuant to Section 12(b) of the Act | |
| Title of each class | Name of each exchange on which registered |
| Common Stock (No Par Value) | Nasdaq Capital Market |
| Securities registered pursuant to Section 12(g) of the Act | |
| None | |

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ___ No X

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ___ No X

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 Website, 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes ___ No X

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

Aggregate market value of voting and non-voting common equity held
by non-affiliates of the registrant as of June 30, 2009:

\$25,412,102

Shares of Common Stock, no par value, outstanding as of March 12, 2010:

8,959,294

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement relating to its May 11, 2010 Annual Meeting of Shareholders are
incorporated into Part III of this Annual Report on Form 10-K.

DATA I/O CORPORATION
FORM 10-K
For the Fiscal Year Ended December 31, 2009

INDEX

| | <u>Page</u> |
|--|-------------|
| Part I. | |
| Item 1. Business | 3 |
| Item 1A. Risk Factors | 10 |
| Item 1B. Unresolved Staff Comments | 16 |
| Item 2. Properties | 16 |
| Item 3. Legal Proceedings | 16 |
| Item 4. [Reserved] | 16 |
| Part II | |
| Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities | 17 |
| Item 6. Selected Financial Data | 17 |
| Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations | 17 |
| Item 7A. Quantitative and Qualitative Disclosures About Market Risk | 25 |
| Item 8. Financial Statements and Supplementary Data | 25 |
| Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure | 45 |
| Item 9A. Controls and Procedures | 45 |
| Item 9B. Other Information | 45 |
| Part III | |
| Item 10. Directors, Executive Officers and Corporate Governance | 46 |
| Item 11. Executive Compensation | 46 |
| Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters | 46 |
| Item 13. Certain Relationships and Related Transactions and Director Independence | 47 |
| Item 14. Principal Accounting Fees and Services | 47 |
| Part IV | |
| Item 15. Exhibits, Financial Statement Schedules | 48 |
| Signatures | 52 |

PART I

Item 1. Business

This Annual Report on Form 10-K and the documents incorporated herein by reference contain forward-looking statements based on current expectations, estimates and projections about Data I/O® Corporation's industry, management's beliefs and certain assumptions made by management. See "Management's Discussion and Analysis of Financial Condition and Results of Operations – Forward Looking Statements."

General

Data I/O Corporation ("Data I/O") designs, manufactures, and sells programming systems for electronic device manufacturers, specifically targeting high growth areas such as flash and microcontrollers. Virtually every electronic product today incorporates one or more programmable semiconductor devices that contain data and operating instructions essential for the proper operation of the product. Data I/O was incorporated in the State of Washington in 1969 and its business was founded in 1972.

Data I/O's mission is to deliver high-value systems and services to the rapidly expanding programmable semiconductor market by providing a software-rich programming platform for content delivery. These programmable solutions are used in devices such as smart phones, MP3 players, gaming systems and automobile electronics. These solutions, some of which include intellectual property protection, secure content management and flash media duplication capabilities, enable Data I/O to address the demanding requirements for the electronic device market, where applications and intellectual property protection are essential to our customer's success. Data I/O's largest customers are heavy users of programmable semiconductor devices and include original equipment manufacturers ("OEMs") in wireless and consumer electronics and automotive electronics, and their electronic manufacturing service ("EMS") contract manufacturers.

Business Restructuring. The business shift to focusing on manufacturing and automation, the geographic shifts in high volume electronics manufacturing, and the economic volatility we have experienced have resulted in ongoing restructuring efforts.

During 2006 and 2007, the restructuring activities included actions to improve our operating results and the effectiveness of our sales and marketing organization and sales channels. Restructuring charges were \$725,000 in 2007 and \$191,000 in 2006.

As a result of the business downturn we were experiencing in the fourth quarter of 2008 and the uncertain business outlook, we took additional actions to reduce expenses, resulting in a restructuring charge, primarily related to severance, of \$542,000 for the year 2008. During the first quarter of 2009, restructure activities resulted in net additional charges of \$22,000, representing severance and costs associated with terminating vehicle leases. During the second quarter, we consolidated our operations into a smaller portion of our leased space, resulting in a lease abandonment restructure charge of \$208,000, partially offset by reductions in previously accrued personnel, automobile lease and legal restructuring costs. During the third quarter we had additional charges of \$23,000 in severance-related costs. At December 31, 2009, \$158,000 remains accrued and is expected to be paid out during 2010 and 2011. Of that amount, \$58,000 in lease abandonment period amounts are accrued as other long-term liabilities and will be fully paid out by July 2011.

Industry Background

Data I/O enables companies to improve productivity and reduce costs by providing device programming solutions that allow our customers to take intellectual property (large design and data files) and program it into memory, microcontroller and logic devices quickly and cost-effectively. Data I/O also provides services related to hardware support, system installation and repair, and device programming. Companies that design and manufacture products ranging from cell phones to automobiles, that utilize programmable electronic devices, purchase these solutions from us.

Our automated programming systems integrate both programming and handling functions into a single product solution. Quality conscious customers, particularly those in the field of high-volume manufacturing and programming, continue to drive this portion of our business.

Traditionally, programming market opportunity focused on the number of semiconductor devices to be programmed, but because of the rapid increase in the density of devices, the focus is shifting to the number of bits per device to be programmed as described in the following table:

| Market Characteristics | Data I/O's Traditional Market Model | Data I/O's New Market Model |
|---------------------------------------|--|------------------------------------|
| Primary driver of demand | Number of semiconductor devices | Number of bits per device |
| Primary measure of performance | Devices programmed per hour | Bits programmed per hour |
| Primary device type | Microcontrollers: ~60% of devices | NAND Flash: ~71% of content |
| DAIO business focus | Device programming | Content programming and management |
| Demand growth | ~12% growth in devices | ~90% growth in content |

Products

In order to accommodate the expanding variety and quantities of programmable devices being manufactured today, Data I/O offers multiple solutions for the numerous types of device mix and volume usage by our customers in the various market segments and applications. We work closely with leading manufacturers of programmable devices to develop our products to meet the requirements of a particular device.

Data I/O's line of programming systems includes a broad range of products, systems, modules, and accessories, grouped into two general categories: automated programming solutions and manual programming systems. We provide two main categories of automated programming systems: off-line and in-line. Data I/O's automated programming systems and FlashPAK™ share a common programming platform, FlashCORE™ and Data I/O's universal job setup tool, Tasklink®. In addition, we provide device support and service on all of our products. Device support is a critical aspect of our business and consists of writing software algorithms for devices and developing socket adapters to hold and connect to the device for programming.

Data I/O's key product and the customer benefits/key features Data I/O believes are important are described in the following table:

| Products | Key Features | Customer Benefits |
|--|---|--|
| RoadRunner Series: In-line, (Automated) | <ul style="list-style-type: none"> Just-in-time in-line programming Direct integration with placement machine supporting Siemens, Fuji, Panasonic, Asmelt, Universal and MYDATA Parallel programming Average Selling Price ("ASP") of \$79,900 to \$119,400 | <ul style="list-style-type: none"> Dramatic reduction in inventory carrying and rework costs "Zero" footprint Rapid return on investment ("ROI") realized in a matter of months |
| PS Series: Off-line Medium/High Volume, High Mix (Automated) | <ul style="list-style-type: none"> Fast program and verify speeds of less than 0.19 sec/Mbit Up to 48 programming sites Supports multiple media types ASP of \$185,000 to \$560,000 | <ul style="list-style-type: none"> High throughput for high density Flash programming High flexibility with respect to I/O options (tube, tray, tape), marking/labeling, and vision for coplanarity inspection |
| FLX500: Off-line, Moderate Volume (Automated) | <ul style="list-style-type: none"> Fast changeover times Self-learning "plug-and-play" operation Language-independent graphic user interface ASP of \$99,900 to \$119,880 | <ul style="list-style-type: none"> Affordable automation Modular, easy to configure Intuitive, easy to use graphical user interface Small footprint |

| Products | Key Features | Customer Benefits |
|---|---|---|
| FlashPAK II/III: Off-line, Low Mix, Low Volume (Non-Automated) | <ul style="list-style-type: none"> Scalability Network control via Ethernet Stand-alone operation or PC compatible Parallel programming ASP of \$9,500 | <ul style="list-style-type: none"> Validate designs before moving down the firmware supply chain Unmatched ease of use in manual production systems |
| Sprint/Unifamily: Off-line, Low Volume, and Engineering (Non-Automated) | <ul style="list-style-type: none"> Breadth of device coverage ASP of \$1,118 to \$32,400 | <ul style="list-style-type: none"> Universal programmer |

Customers

Data I/O sells our products to customers worldwide in a broad range of industries, as described in the following table:

| Customer Types | | | | | |
|--------------------------------------|---|--|--|--|---|
| | OEMs | | | EMS | Programming Centers |
| | Wireless & Consumer Electronics | Automotive Electronics | Industrial & Process Control Electronics | Contract Manufacturers | |
| Notable end customers | LG, Motorola, RIM, Sony, HTC, Microsoft, Vestel | TRW, Lear, Delphi, Bosch, Blaupunkt, Continental, Siemens VDO | Allen-Bradley, Square D, ABB, Trane, Grundig, Danfoss, Philips | Flextronics, Celestica, Elcoteq, Jabil, Wistron, Foxconn | Arrow, Avnet, BTW, MSC, HTV, CPS |
| Programmable devices used | 5 billion NOR & NAND flash devices annually; 5 billion microcontrollers | 5 billion microcontrollers annually; use of flash growing | 2 billion microcontrollers | Same as OEMs they serve | Same as OEMs they serve and lines they distribute |
| Business drivers | GPS, Digital Rights Management, security, flash media, video, 3G/4G networks, features & functionality of converged devices | Safety, navigation and infotainment devices, drive-by-wire | Higher functionality driven by increasing electronic content | Acquisition of OEM factories, production contract wins | Value-added services, logistics |
| Programming equipment drivers | Rollout of new products that incorporate higher functionality, more memory, and new technology, e.g. eSD, eMMC | Process improvement and simplification, new product rollouts and quality control | Process improvement and simplification as well as new product rollouts | New contracts from OEMs, programming solutions specified by OEMs | Capacity utilization of their installed base of equipment |

| Customer Types | | | | | |
|------------------------|--|---|---|---|---|
| | OEMs | | | EMS | Programming Centers |
| | Wireless & Consumer Electronics | Automotive Electronics | Industrial & Process Control Electronics | Contract Manufacturers | |
| Buying criteria | Throughput, technical capability to support evolving technology, global support, intellectual property protection, robust algorithms | Quality, reliability, configuration control, traceability, global support, intellectual property protection | Quality, reliability, configuration control, traceability | Lowest equipment procurement cost, global support | Flexibility, lowest life-cycle cost-per programmed-part, low changeover time; use of multiple vendors provides negotiating leverage |

Data I/O's solutions address a large, growing market. In 2008, there were 17 billion programmable devices shipped, with NAND and NOR flash and microcontrollers representing 23%, 31%, and 40%, respectively. While the programmable device market contracted in 2009 due to the economic downturn, rapid growth is projected for 2010 and 2011.

iSupply, a leading economic forecasting firm that follows the semiconductor industry, recently raised their forecast for the industry to \$280B, up approximately 22% from the \$230B level of 2009. Spending for portable media players, set top boxes, LCD televisions, netbook computers and new household appliances filled with electronics continues to grow. IMS Research now expects annual smartphone sales to grow at a compound annual rate of 25.9% between now and 2015. The world's appetite for electronics grows despite global economic stress and that's driving the semiconductor industry.

We believe that our sales are driven by the same forces that propel the semiconductor industry. We sell to the same firms that buy the semiconductors. When their business grows, they buy more semiconductors which, in turn, require additional programming equipment to maintain production speeds, driving demand for our products.

Addressing High Growth, High Volume Markets. Data I/O's device programming solutions currently target two high growth, high volume markets: flash for mobile devices and microcontrollers for automotive electronics.

Growth drivers of NAND flash in Mobile Devices

- Flash unit volume experiencing explosive growth
- Increasing usage of NAND; replacing NOR due to its lower cost per bit
- Densities continue to increase beyond 8GB driving the need for more advanced and secure programming capabilities
- Higher densities driving new usage models such as the Blackberry and other smart phones

Growth drivers of microcontrollers in Automotive

- Consumers desire advanced car features requiring higher levels of sophistication including infotainment products (audio, radio, satellite, navigation and wireless connectivity) as well as increased safety features and optimized engine functionality
- ~60 microcontrollers per vehicle
- Proliferation of programmable microcontrollers to support the next-generation electronic car systems
- Increasing use of high-density flash to provide memory for advanced applications that require programming

Increasingly, OEMs are outsourcing their device programming needs to EMS contract manufacturers to reduce capital expense and maximize profit margins. At the same time, these OEMs are also increasing their proprietary software content to accelerate new product introductions with more feature-rich, application-specific versions. While the outsourcing of manufacturing processes is essential to maximizing an OEM's profit margin, maintaining the integrity and control of the software, the OEM's core intellectual property, is increasingly complex in this outsourced environment, especially given the global nature of the manufacturing supply chain. Data I/O, with its comprehensive programming solution, provides OEM's with the ability to manage, monitor, audit and secure the software supply chain.

During 2009, we sold products to over 751 customers throughout the world. As of December 31, 2009, there was one customer, Flextronics, which accounted for approximately 12% of our 2009 net sales. In 2008, there were no customers that accounted for more than 10% of 2008 net sales. In 2007, there were no customers that accounted for more than 10% of 2007 net sales.

As of December 31, 2009, one customer, Flextronics, represented 23.2% of our accounts receivable balances. As of December 31, 2008, Flextronics represented 13.3% of our accounts receivable balances. As of December 31, 2007, there were no

customers that represented more than 10% of our accounts receivable balances.

Geographic Markets and Distribution

Data I/O markets and sells our products through a combination of direct sales, internal telesales, and indirect sales representatives and distributors. We continually evaluate our sales channels against our evolving markets and customers and realign them as necessary to ensure that we reach our customers in the most efficient manner possible.

U.S. Sales

We market our products throughout the U.S. using a variety of sales channels, including our own field sales management personnel, independent sales representatives, and a direct telesales organization. Our U.S. independent sales representatives obtain orders on an agency basis, with shipments made directly to the customer by Data I/O. Net sales in the United States for 2009, 2008, and 2007 were \$2,268,000, \$4,070,000 and \$4,925,000, respectively.

Foreign Sales

Foreign sales represented approximately 88%, 85% and 82% of net sales of our programming systems in 2009, 2008, and 2007, respectively. We make foreign sales through our wholly-owned subsidiaries in Germany, China, and Canada, as well as through independent distributors and sales representatives located in 35 other countries. Our independent foreign distributors purchase Data I/O products in U.S. Dollars for resale and we recognize the sale at the time of shipment to the distributor. As with U.S. sales representatives, sales made by international sales representatives are on an agency basis, with shipments made directly to the customer by us.

Net foreign sales for 2009, 2008 and 2007 were \$16,281,000, \$23,527,000 and \$21,827,000, respectively. We determine total foreign sales by the international geographic area into which the products are sold and delivered, and include not only sales by foreign subsidiaries but also export sales from the U.S. to our foreign distributors and to our representatives' customers. Foreign sales do not include transfers between Data I/O and our foreign subsidiaries. Export sales are subject to U.S. Department of Commerce regulations. We have not, however, experienced difficulties to date as a result of these requirements.

Fluctuating exchange rates and other factors beyond our control, such as international monetary stability, tariff and trade policies, and U.S. and foreign tax and economic policies, affect the level and profitability of foreign sales. We cannot predict the effect of such factors on our business, but we try to consider and respond to changes in these factors, particularly as the majority of our costs are U.S.-based while the vast majority of our sales are international.

Competition

The competition in the programming systems market is highly fragmented with a large number of smaller organizations offering inexpensive solutions. While we are not aware of any published industry market information covering the programming systems market, according to our inside analysis of competitors, we estimate that for 2008 and 2009, Data I/O revenues were at least twice the size of the next largest direct competitor and approximately four times the size of the second largest direct competitor.

Data I/O primarily focuses on automated programming solutions and believes its solutions offer numerous advantages over alternative solutions as described in the following table:

| Benefit Comparison | Data I/O Automated Solutions | Alternative Solutions | | |
|--|------------------------------|--------------------------------|------------------------|---------------------|
| | | In-System Programming with ATE | Outsourced Programming | Manual Programming* |
| Eliminates production bottlenecks | x | | x | |
| Requires few internal engineering resources | x | | x | x |
| Programs large files quickly | x | | x | |
| Supports multiple devices per board easily | x | | x | x |
| Supports multiple boards per panel easily | x | | x | x |
| Ensures minimum yield loss | x | x | | |
| Enables intellectual property protections | x | x | | |
| Automates quality tracking | x | x | | |
| Ensures traceability and configuration control | x | x | | |
| Minimize risk of human error | x | x | | |
| No inventory at risk from software changes | x | x | | |
| Just-in-time programming | x | x | | |

* Data I/O also offers manual programming solutions.

Manufacturing, Raw Materials, and Backlog

Data I/O primarily assembles and tests our products at our principal facility in Redmond, Washington and we outsource our circuit board manufacturing and fabrication. We have transferred most of our FlashCORE adapter production to China. We use a combination of standard components, proprietary custom ICs and fabricated parts manufactured to Data I/O specifications. Two significant outside suppliers of Data I/O proprietary products are located in Germany: Yamaichi manufactures our specialty sockets and Haberer Electronic manufactures our Sprint non-automated programming systems. Most components used are available from a number of different suppliers and subcontractors but certain items, such as some handler and programmer subassemblies, custom integrated circuits, hybrid circuits and connectors, are purchased from single sources. We believe that additional sources can be developed for present single-source components without significant difficulties in obtaining supplies. We cannot be sure that single-source components will always continue to be readily available. If we cannot develop alternative sources for these components, or if we experience deterioration in relationships with these suppliers, there may be delays or reductions in product introductions or shipments, which may materially adversely affect our operating results.

In accordance with industry practices, generally all orders are subject to cancellation prior to shipment without penalty, except for contracts calling for custom configuration. To date, such cancellations have not had a material effect on our sales volume. To meet customers' delivery requirements, we manufacture certain products based upon a combination of backlog and anticipated orders. Most orders are scheduled for delivery within 1 to 60 days after receipt of the order. Our backlog of pending orders was approximately \$1.9 million, \$2.0 million and \$2.1 million as of December 31, 2009, 2008, and 2007, respectively. The size of backlog at any particular date is not necessarily a meaningful indicator of the trend of our business.

Research and Development

Data I/O believes that continued investment in research and development is critical to our future success. We continue to develop new technologies and products and enhance existing products. Future growth is to a large extent dependent upon the timely development and introduction of new products, as well as the development of algorithms to support the latest programmable devices. We are currently focusing our research and development efforts on strategic growth markets, namely new programming technology and automated handling systems for the manufacturing environment, including new programmer technologies, support for the latest FLASH memories and microcontrollers, additional platforms and improvements for ProLINE-RoadRunner, and enhancements for the FLX500. We also continue to focus on increasing our capacity and responsiveness for new device support requests from customers and programmable integrated circuit manufacturers by revising and enhancing our internal processes and tools. During this past year, our research and development efforts resulted in the release of our new FlashCORE III programming architecture, which we have implemented in our ProLINE-RoadRunner, PS 588, PS 388 FLX500 and FlashPAK product lines.

During 2009, 2008, 2007, we made expenditures for research and development of \$4,128,000, \$4,464,000, \$4,716,000, respectively, representing 22.3%, 16.2% and 17.6% of net sales, respectively. Research and development costs are expensed as incurred.

Patents, Copyrights, Trademarks, and Licenses

Data I/O relies on a combination of patents, copyrights, trade secrets and trademarks to protect our intellectual property, as well as product development and marketing skill, to establish and protect our market position. We have continued to add new patents to our patent portfolio over the past few years as we developed strategic new technologies like the FLX500.

In March 2008 we closed the sale of selected patents and patent applications to Leannoux Properties AG L.L.C. for net proceeds of approximately \$3.3 million and reported a net gain of approximately \$2.1 million. The patents and patent applications sold relate primarily to technology used in Data I/O's ProLINE-RoadRunner product line. Data I/O retains a non-exclusive, royalty-free license to use the technology covered by these patents and applications. Additional payments are due to Data I/O upon license or transfer of these patents and patent applications to certain third parties. However, Data I/O does not currently anticipate receiving any such payments.

Most of the patents sold relate to technology that Data I/O has been using for a number of years. The sale monetizes the value of these patents, avoids future annual maintenance and patent defense expenses, and allows Data I/O royalty-free use of them. The sale did not include technology related to the firm's most recent development programs.

We attempt to protect our rights in proprietary software products, including TaskLink and other software products, by retaining the title to and copyright of the software and documentation, by including appropriate contractual restrictions on use and disclosure in our licenses, and by requiring our employees to execute non-disclosure agreements. Our software products are not normally sold separately from sales of programming systems. However, on those occasions where software is sold separately, revenue is recognized when a sales agreement exists, delivery has occurred, the fee is fixed or determinable, and collectability is probable.

Because of the rapidly changing technology in the semiconductor, electronic equipment and software industries, portions of our products might possibly infringe upon existing patents or copyrights, and we may be required to obtain licenses or discontinue the use of the infringing technology. We believe that any exposure we may have regarding possible infringement claims is a reasonable business risk similar to that assumed by other companies in the electronic equipment and software industries. However, any claim of infringement, with or without merit, could be costly and a diversion of management's attention, and an adverse determination could adversely affect our reputation, preclude us from offering certain products, and subject us to substantial liability.

Employees

As of December 31, 2009, we had a total of 92 employees, of which 36 were located outside the U.S. and 6 of which are part time. We also utilize independent contractors for specialty work, primarily in research and development, and utilize temporary workers to adjust capacity to fluctuating demand and for special projects. Many of our employees are highly skilled and our continued success will depend in part upon our ability to attract and retain employees who can be in great demand within the industry. None of our employees are represented by a collective bargaining unit and we believe relations with our employees are favorable. In foreign countries we have employment agreements or, in China, the Shanghai Foreign Services Co., Ltd. ("FSCO") labor agreement.

Environmental Compliance

Our facilities are subject to numerous laws and regulations concerning the discharge of materials or otherwise relating to the environment. Compliance with environmental laws has not had, nor is it expected to have, a material effect on our capital expenditures, financial position, results of operations or competitive position. See Item 3, Legal Proceedings, regarding the Rowley Properties, Inc. claim.

Executive Officers of the Registrant

Set forth below is certain information concerning the executive officers of Data I/O as of March 12, 2010:

| <u>Name</u> | <u>Age</u> | <u>Position</u> |
|--------------------|------------|---|
| Frederick R. Hume | 67 | President and Chief Executive Officer |
| Joel S. Hatlen | 51 | Vice President, Finance Chief Financial Officer Secretary and Treasurer |
| Gordon B. Bluechel | 47 | Vice President, Operations and Administration |

Frederick R. Hume joined Data I/O as President and Chief Executive Officer in February 1999. He was appointed to the Board of Directors of Data I/O in January 1999. From 1988 until his retirement in 1998, Mr. Hume served as Vice President and General Manager of Keithley Instruments in Cleveland, Ohio. From 1972 to 1988, he held various management positions at Fluke Corporation, including Group Vice President for Manufacturing and Research and Development.

Joel S. Hatlen joined Data I/O in September 1991 and became Chief Accounting Officer and Corporate Controller in February 1997. In January 1998, he was promoted to Vice President of Finance and Chief Financial Officer, Secretary and Treasurer. He began his career at Data I/O as a Senior Tax Accountant and became Tax Manager in December 1992 and Corporate Controller in December 1993. From September 1981 until joining Data I/O, Mr. Hatlen was employed by Ernst & Young LLP, where his most recent position was Senior Manager.

Gordon B. Bluechel joined Data I/O in November 1992 and was named an executive officer in November 2008. He currently serves as the Vice President of Operations and Administration. Prior to his current role, he served as Vice President/Director of Operations beginning in 2007, Director of Operations from 2005 to 2007, General Manager of In-System Programming from 2004 to 2005, Director of Americas Sales and Service from 2002 to 2004, Director of Worldwide Service from 2001 to 2002, General Manager of Sprint Operations in Germany from 2000 to 2001. Prior to being named General Manager of Sprint Operations, Mr. Bluechel held various management and staff positions with Data I/O Corporation.

Item 1A. Risk Factors

Cautionary Factors That May Affect Future Results

Data I/O's disclosure and analysis in this Annual Report contains some forward-looking statements. Forward-looking statements include our current expectations or forecasts of future events. The reader can identify these statements by the fact that they do not relate strictly to historical or current facts. In particular, these include statements relating to future action, prospective products, new technologies, establishing foreign operations, future performance or results of current and anticipated products, sales efforts, expenses, outsourcing of functions, outcome of contingencies, impact of regulatory requirements, restructure actions and financial results.

Any or all of the forward-looking statements in this Annual Report or in any other public statement made may turn out to be wrong. They can be affected by inaccurate assumptions we might make, or known or unknown risks and uncertainties can affect these forward-looking statements. Many factors -- for example, product competition and product development -- will be important in determining future results. Moreover, neither Data I/O nor anyone else assumes responsibility for the accuracy and completeness of these forward-looking statements. Actual future results may materially vary.

We undertake no obligation to publicly update any forward-looking statements after the date of this Annual Report, whether as a result of new information, future events or otherwise. The reader should not unduly rely on our forward-looking statements. The reader is advised, however, to consult any future disclosures Data I/O makes on related subjects in our 10-Q, 8-K and 10-K reports to the SEC and press releases. Also, note that Data I/O provides the following cautionary discussion of risks, uncertainties and possible inaccurate assumptions relevant to our business. These are factors that we think could cause Data I/O's actual results to differ materially from expected and historical results. Other factors besides those listed here could also adversely affect Data I/O. This discussion is permitted by the Private Securities Litigation Reform Act of 1995.

RISK FACTORS

A decline in economic and market conditions may result in decreased capital spending and delayed or defaulted payments from our customers.

Our business is highly impacted by capital spending plans and other economic cycles that affect the users and manufacturers of integrated circuits. These industries are highly cyclical and are characterized by rapid technological change, short product life cycles, and fluctuations in manufacturing capacity and pricing and gross margin pressures. As we experienced in recent years and are currently experiencing, our operations may in the future reflect substantial fluctuations from period-to-period as a consequence of these industry patterns, general economic conditions affecting the timing of orders from major customers, and other factors affecting capital spending. In addition, in the current difficult economic climate it may take us longer to receive payments from our customers and some of our customers' business may fail, resulting in non-payment. These factors could have a material adverse effect on our business and financial condition.

Delays in development, introduction and shipment of new products or services may result in a decline in sales.

Data I/O develops new engineering and automated programming systems and services. Significant technological, supplier, manufacturing or other problems may delay the development, introduction or production of these products or services.

For example, we may encounter these problems:

- technical problems in the development of a new programming system platform or the robotics for new automated handling systems
- inability to hire qualified personnel
- delays or failures to perform by third parties involved in our development projects
- development of new services that are not accepted by the market

Delays in the development, completion and shipment of new products or services, or failure of customers to accept new products, may result in a decline in sales.

Quarterly fluctuations in our operating results may adversely affect our stock price.

Data I/O's operating results tend to vary from quarter to quarter. Our revenue in each quarter substantially depends upon orders received within that quarter. Conversely, our expenditures are based on investment plans and estimates of future revenues. We may, therefore, be unable to quickly reduce our spending if our revenues decline in a given quarter. As a result, operating results for that quarter will suffer. Our results of operations for any one quarter are not necessarily indicative of results for any future periods.

Other factors, which may cause our quarterly operating results to fluctuate, include:

- increased competition
- timing of new product announcements
- product or service releases and pricing changes by us or our competitors
- market acceptance or delays in the introduction of new products or services
- production constraints
- quality issues
- labor or material shortages
- the timing of significant orders
- the sales channel mix of direct vs. indirect distribution
- war or terrorism

- health issues (such as the H1N1 virus)
- customers' budgets
- adverse movements in exchange rates, interest rates or tax rates
- cyclical nature of demand for our customers' products
- general economic conditions in the countries where we sell products
- expenses and obtaining authorizations in setting up new operations or locations

Due to all of the foregoing factors, it is possible that in some future quarters, our operating results will be below expectations of analysts and investors.

Failure to adapt to technology trends in our industry may hinder our competitiveness and financial results.

Product and service technology in Data I/O's industry evolves rapidly, making timely product innovation essential to success in the marketplace. Introducing products and services with improved technologies or features may render our existing products obsolete and unmarketable. Technological advances that may negatively impact our business include:

- new device package types, densities, and technologies requiring hardware and software changes in order to be programmed by our products
- electronics equipment manufacturing practices, such as widespread use of in-circuit programming
- customer software platform preferences different from those on which our products operate
- more rigid industry standards, which would decrease the value-added element of our products and support services

If we cannot develop products or services in a timely manner in response to industry changes, or if our products or services do not perform well, our business and financial condition may be adversely affected. Also, our new products or services may contain defects or errors that give rise to product liability claims against us or cause our products to fail to gain market acceptance. Our future success depends on our ability to successfully compete with other technology firms in attracting and retaining key technical personnel.

We have a history of recent operating losses and may be unable to generate enough revenue to achieve and maintain profitability.

We have incurred operating losses in two of the last five years. We will continue to examine our level of operating expense based upon our projected revenues. Any planned increases in operating expenses may result in larger losses in future periods if projected revenues are not achieved. As a result, we may need to generate greater revenues than we have recently to achieve and maintain profitability. However, we cannot provide assurance that our revenues will increase and our strategy may not be successful, resulting in future losses.

Our restructuring activities may have a negative impact on our future operations.

Our restructuring plans may yield unanticipated consequences, such as increased burden on our administrative, operational, and financial resources and increased responsibilities for our management personnel. As a result, our ability to respond to unexpected challenges may be impaired and we may be unable to take advantage of new opportunities.

In addition, many of the employees that were terminated as a part of our restructuring possessed specific knowledge or expertise, and that knowledge or expertise may prove to have been important to our operations. In that case, their absence may create significant difficulties, particularly if our business experiences significant growth. Also, the reduction in workforce related to our restructuring may subject us to the risk of litigation, which could result in substantial cost. Any failure by us to properly manage this rapid change in workforce could impair our ability to efficiently manage our business, to maintain and develop important relationships with third-parties, and to attract and retain customers. It could also cause us to incur higher operating cost and delays in the execution of our business plan or in the reporting or tracking of our financial results.

We may need to raise additional capital and our future access to capital is uncertain.

Our past revenues have been and our future revenues may continue to be insufficient to support the expense of our operations and any expansion of our business. We may therefore need additional equity or debt capital to finance our operations. If we are unable to generate sufficient cash flows from operations or to obtain funds through additional debt or equity financing, we may have to reduce some or all of our development and sales and marketing efforts and limit the expansion of our business.

We believe our existing cash and cash equivalents will be sufficient to meet our working capital requirements for at least the next twelve months. Thereafter, depending on the development of our business, we may need to raise additional cash for working capital or other expenses. We may also encounter opportunities for acquisitions or other business initiatives that require significant cash commitments, or unanticipated problems or expenses that could result in a requirement for additional cash before that time.

Therefore, we may seek additional funding through public or private debt or equity financing or from other sources. We have no commitments for additional financing, and given the current economic climate may experience difficulty in obtaining funding on favorable terms, if at all. Any financing we obtain may contain covenants that restrict our freedom to operate our business or may require us to issue securities that have rights, preferences or privileges senior to our Common Stock and may dilute your ownership interest.

We may face increased competition and may not be able to compete successfully with current and future competitors.

Technological advances have reduced the barriers of entry into the programming systems market. We expect competition to increase from both established and emerging companies. If we fail to compete successfully against current and future sources of competition, our profitability and financial performance will be adversely impacted.

If our relationship with semiconductor manufacturers deteriorates, our business may be adversely affected.

We work closely with most semiconductor manufacturers to ensure that our programming systems comply with their requirements. In addition, many semiconductor manufacturers recommend our programming systems for use by users of their programmable devices. These working relationships enable us to keep our programming systems product lines up to date and provide end-users with broad and current programmable device support. Our business may be adversely affected if our relationships with semiconductor manufacturers deteriorate.

Our reliance on a small number of suppliers may result in a shortage of key components, which may adversely affect our business, and our suppliers may experience financial difficulties which could effect their ability to service Data I/O's needs.

Certain parts used in our products are currently available from either a single supplier or from a limited number of suppliers. If we cannot develop alternative sources of these components, if sales of parts are discontinued by the supplier, if we experience deterioration in our relationship with these suppliers, or if these suppliers require financing which is not available there may be delays or reductions in product introductions or shipments, which may materially adversely affect our operating results.

Because we rely on a small number of suppliers for certain parts, we are subject to possible price increases by these suppliers. Also, we may be unable to accurately forecast our production schedule. If we underestimate our production schedule, suppliers may be unable to meet our demand for components. This delay in the supply of key components may materially adversely affect our business. Over estimation of demand will lead to excess inventories that may become obsolete.

The non-automated programming system products we acquired with our acquisition of SMS in November 1998 are currently manufactured to our specifications by a third-party foreign contract manufacturer. We may not be able to obtain a sufficient quantity of these products if and when needed, which may result in lost sales.

If we are unable to attract and retain qualified third-party distributors and representatives, our business may be adversely affected.

Data I/O has an internal sales force and also utilizes third-party distributors and representatives. Therefore, the financial stability of these distributors and representatives is important. Their ability to timely pay Data I/O and to acquire any necessary financing may be affected by the current economic climate. Highly skilled professional engineers use most of our products. To be effective, third-party distributors and representatives must possess significant technical, marketing and sales resources and must devote their resources to sales efforts, customer education, training and support. These required qualities limit the number of potential third-party distributors and representatives. Our business will suffer if we cannot attract and retain a sufficient number of qualified third-party distributors and representatives to market our products.

Our international operations may expose us to additional risks that may adversely affect our business.

International sales represented 88% and 85% of our net revenue for the fiscal year ended December 31, 2009 and December 31, 2008, respectively. We expect that international sales will continue to be a significant portion of our net revenue. International sales may fluctuate due to various factors, including:

- migration of manufacturing to low cost geographies
- unexpected changes in regulatory requirements
- tariffs and taxes
- difficulties in establishing, staffing and managing foreign operations
- longer average payment cycles and difficulty in collecting accounts receivable
- fluctuations in foreign currency exchange rates
- compliance with applicable export licensing requirements
- product safety and other certification requirements
- difficulties in integrating foreign and outsourced operations
- political and economic instability

Because we have customers located throughout the world, we have significant foreign receivables. We may experience difficulties in collecting these amounts as a result of payment practices of certain foreign customers, the availability and reliability of foreign credit information, and potential difficulties in enforcing collection terms.

The European Community and European Free Trade Association (“EU”) has established certain electronic emission and product safety requirements (“CE”). Although our products currently meet these requirements, failure to obtain either a CE certification or a waiver for any product may prevent us from marketing that product in Europe. The EU also has directives concerning the Reduction of Hazardous Substances (“RoHS”) from which Data I/O is relying on an exemption for test and measurement companies. China is implementing similar requirements. Failure to meet applicable directives or qualifying exemptions may prevent us from marketing certain products in Europe or other territories with similar requirements.

We have subsidiaries in Germany, China, Hong Kong, Brazil, and Canada. Our business and financial condition is sensitive to currency exchange rates or any other restrictions imposed on their currencies. Currency exchange fluctuations in these countries may adversely affect our investment in our subsidiaries.

If we are unable to protect our intellectual property, we may not be able to compete effectively or operate profitably.

Data I/O relies on patents, copyrights, trade secrets and trademarks to protect our intellectual property, as well as product development and marketing skill to establish and protect our market position. We attempt to protect our rights in proprietary software products, including TaskLink, our intellectual property software, and other software products by retaining the title to and copyright of the software and documentation, by including appropriate contractual restrictions on use and disclosure in our licenses, and by requiring our employees to execute non-disclosure agreements.

Because of the rapidly changing technology in the semiconductor, electronic equipment and software industries, portions of our products might possibly infringe upon existing patents or copyrights, and we may be required to obtain licenses or discontinue the use of the infringing technology. We believe that any exposure we may have regarding possible infringement claims is a reasonable business risk similar to that assumed by other companies in the electronic equipment and software industries. However, any claim of infringement, with or without merit, could be costly and a diversion of management’s attention, and an adverse determination could adversely affect our reputation, preclude us from offering certain products, and subject us to substantial liability.

We may pursue business acquisitions that could impair our financial position and profitability.

We may pursue acquisitions of complementary technologies, product lines or businesses. Future acquisitions may include risks, such as:

- burdening management and our operating teams during the integration of the acquired entity

- diverting management's attention from other business concerns
- failing to successfully integrate the acquired products
- lack of acceptance of the acquired products by our sales channels or customers
- entering markets where we have no or limited prior experience
- potential loss of key employees of the acquired company
- additional burden of support for an acquired programmer architecture

Future acquisitions may also impact Data I/O's financial position. For example, we may use significant cash or incur additional debt, which would weaken our balance sheet. We may also capitalize goodwill and intangible assets acquired, the impairment of which would reduce our profitability. We cannot guarantee that future acquisitions will improve our business or operating results.

The loss of key employees may adversely affect our operations.

We have employees located in the U.S., Germany, and China. We also utilize independent contractors for specialty work, primarily in research and development, and utilize temporary workers to adjust capacity to fluctuating demand. Many of our employees are highly skilled and our continued success will depend in part upon our ability to attract and retain employees who can be in great demand within the industry. None of our employees are represented by a collective bargaining unit and we believe relations with our employees are favorable though no assurance can be made that this will be the case in the future. In China, our workers are "leased" with the arrangements made under the Shanghai Foreign Services Co., Ltd. ("FSCO") labor agreement and we could be adversely affected if we were unable to continue that arrangement. Refer to the section captioned "Our restructuring activities may have a negative impact on our future operations" above.

Failure to comply with regulatory requirements may adversely affect our stock price and business.

As a public company, we are subject to numerous governmental and stock exchange requirements, with which we believe we are in compliance. The Sarbanes-Oxley Act of 2002 and the Securities and Exchange Commission (SEC) have requirements that we may fail to meet by the required deadlines or we may fall out of compliance with, such as the internal controls auditor attestation required under Section 404 of the Sarbanes-Oxley Act of 2002, with which we are not yet required to comply as we are not an accelerated filer. Data I/O assumes it will continue to have the status of a smaller reporting company based on the aggregate market value of the voting and non-voting shares held as of June 30, 2009. During the course of our testing we may identify deficiencies which we may not be able to remediate in time to meet the deadline imposed by the Sarbanes-Oxley Act of 2002 for compliance with the requirements of Section 404. We may also incur additional costs in order to comply with Section 404. In addition, if we fail to achieve and maintain the adequacy of our internal controls, as such standards are modified, supplemented or amended from time to time, we may not be able to ensure that we can conclude on an ongoing basis that we have effective internal controls over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002. Moreover, effective internal controls, particularly those related to revenue recognition, are necessary for us to produce reliable financial reports and are important to help prevent financial fraud. If we cannot provide reliable financial reports or prevent fraud, our business and operating results could be harmed, investors could lose confidence in our reported financial information, and the trading price of our stock could drop significantly. Our failure to meet regulatory requirements and exchange listing standards may result in actions such as: the delisting of our stock, impacting our stock's liquidity; SEC enforcement actions; and securities claims and litigation. Regulatory and other requirements related to climate change may impact certain of our customers which might impact the demand for certain of our products.

Our stock price may be volatile and, as a result, you may lose some or all of your investment.

The stock prices of technology companies tend to fluctuate significantly. We believe factors such as announcements of new products or services by us or our competitors and quarterly variations in financial results may cause the market price of Data I/O's Common Stock to fluctuate substantially. In addition, overall volatility in the stock market, particularly in the technology company sector, is often unrelated to the operating performance of companies. If these market fluctuations continue in the future, they may adversely affect the price of Data I/O's Common Stock.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

On February 28, 2006, Data I/O entered into a termination agreement for the Redmond headquarters facility lease and entered into a five year lease agreement for a 40,000 square foot office space also located in Redmond, Washington. The lease commenced and the move occurred during the third quarter of 2006. The lease base annual rental payments during 2008 were approximately \$556,000. The new lease requires base annual rental payments of approximately \$570,000 for 2009. We also entered into a new lease agreement during the second quarter of 2009 for our offices in Shanghai, China and Hong Kong and in the third quarter of 2009 for our office in Germany

In addition to the Redmond facility, approximately 14,000 square feet is leased at three foreign locations, including our German sales, service and engineering operations located in Munich, Germany, and two sales, service, and engineering offices located in China.

Item 3. Legal Proceedings

As of December 31, 2009, Data I/O was not a party to any legal proceedings, the adverse outcome of which in management's opinion, individually or in the aggregate, would have a material adverse effect on our results of operations or financial position.

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 previously disclosed, on January 22, 2008, our former landlord, (now known as Rowley Properties, Inc.), filed a Complaint in the Superior Court of Washington for King County (No. 08-2-03518-2 SEA) against Data I/O, Robert/Barbara Hiester and Steven/Jane Doe Hiester. The claims against Data I/O include breach of agreement, waste, and an environmental remediation claim for contribution under RCW 70.105D.080. No claim amount was specified in the Complaint. The claims relate to a former circuit board fabrication business that Data I/O operated from 1978 to October 1988. We sold that business to Circuit Partners whose officers and principal shareholders were Robert and Barbara Hiester. We agreed to settle this case with Rowley Properties, Inc with the settlement amount paid by our insurer. In April of 2009, Rowley Properties, Inc. and Data I/O entered into a mutual release and settlement agreement in which they released each other from claims related to this case and Rowley Properties, Inc. agreed to indemnify Data I/O against any claims from the other defendants related to this case.

Item 4. [Reserved]

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

The following table shows, for the periods indicated, the high and low price information for Data I/O's Common Stock as reported by the NASDAQ Capital Market (NASDAQ symbol is DAIO). The closing price was \$4.46 on December 31, 2009.

| | <u>Period</u> | <u>High</u> | <u>Low</u> |
|------|----------------|-------------|------------|
| 2009 | Fourth Quarter | \$4.48 | \$3.65 |
| | Third Quarter | 4.19 | 2.66 |
| | Second Quarter | 3.56 | 2.51 |
| | First Quarter | 3.04 | 1.89 |
| 2008 | Fourth Quarter | \$4.46 | \$1.87 |
| | Third Quarter | 6.90 | 3.00 |
| | Second Quarter | 6.16 | 4.25 |
| | First Quarter | 6.65 | 3.87 |

The approximate number of shareholders of record as of March 12, 2010 was 557.

Except for special cash dividend of \$4.15 per share paid on March 8, 1989, Data I/O has not paid cash dividends on our Common Stock and does not anticipate paying regular cash dividends in the foreseeable future.

No sales of unregistered securities were made by Data I/O during the periods ended December 31, 2009 and December 31, 2008.

See Item 12 for the Equity Compensation Plan Information.

SHARE REPURCHASE PROGRAM

On December 16, 2008, Data I/O's board of directors authorized a stock repurchase program of up to 1 million shares of common stock, effective January 5, 2009. As of December 31, 2009 no shares have been repurchased under this program.

On January 27, 2010 Data I/O's board of directors authorized a stock repurchase program of up to 1 million shares of common stock during 2010. The shares may be purchased in the open market, by block purchases or in private transactions, based on prevailing market conditions and price limits. The program may be suspended or discontinued at any time. The shares repurchased will be available for re-issuance to satisfy employee stock plans and for other corporate purposes. The board also approved entering into a Rule 10b5-1 trading plan, which allows Data I/O to repurchase our common stock in the open market during periods in which stock trading is otherwise closed for the company. The discretionary repurchase provisions and the 10b5-1 provisions of the program became effective in March 2010.

Item 6. Selected Financial Data

Not applicable.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K 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 Annual Report on Form 10-K are forward-looking. In particular, statements herein regarding economic outlook, industry prospects and trends; future results of operations or financial position; breakeven revenue point; integration of acquired products and operations; market acceptance of our newly introduced or upgraded products or services; development, introduction and shipment of new products or services; changing foreign operations; 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 Annual Report. The Reader should not place undue reliance on these forward-looking statements. The following discussions and the section entitled "Risk Factors – Cautionary Factors That May Affect Future Results" describes 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 current economic uncertainty 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. We believe by adding these features 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 have continued to expand our China operations to take advantage of the growth of manufacturing in China and to operate close to our customers. We continue to address the effectiveness of our sales and marketing organization and sales channels by adding and changing channels during 2007, 2008 and 2009. 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. This decision, in regard to our China sales operations, made at the end of the first quarter of 2007, included eliminating some China direct selling expenses and increasing the use of agents that have established relationships with desired customers. We have also added additional sales channel management in Asia to drive sales and manage this important region. We believe these changes helped us more rapidly grow our business in China and Asia during 2008 and convert some of our fixed selling expenses to variable. In the second half of 2008 and early 2009 we have further focused on broadening our sales coverage in the Americas and have added additional sales representative channels, again expanding the use of a variable cost model.

On March 18, 2008, the Company completed the sale of selected patents and patent applications to Leannoux Properties AG L.L.C. Net proceeds were approximately \$3.3 million with a net gain of approximately \$2.1 million.

BUSINESS RESTRUCTURING PROGRESS

During 2006 and 2007, restructuring activities were taken to reduce expenses and improve margins, as well as to lower our quarterly breakeven point and improve our operating results and the effectiveness of our sales and marketing organization and sales channels. These actions included re-engineering some internal processes, integrating some activities, transferring some activities to our lower cost base of operations in China, reducing resources applied to declining legacy products, moving some engineering positions to production, reducing the number of taxable entities, outsourcing some functions such as payroll, combining some positions, eliminating some functions, and shifting some responsibilities and resources to our channels.

As a result of the business downturn we were experiencing in the fourth quarter of 2008 and the uncertain business outlook, additional restructuring actions were taken to further reduce expenses. This resulted in a restructuring charge of \$535,000, primarily related to severance, during the fourth quarter and a total of \$542,000 for the year. We took 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 December 31, 2009, \$158,000 remains accrued and will be fully paid out by July 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 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.

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 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 accounted 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

(in thousands)

| Net sales by product line: | 2009 | Change | 2008 |
|-----------------------------------|-----------------|---------|-----------------|
| Automated programming systems | \$11,249 | (33.1%) | \$16,822 |
| Non-automated programming systems | 7,300 | (32.3%) | 10,775 |
| Totals | <u>\$18,549</u> | (32.8%) | <u>\$27,597</u> |

Net sales by location:

| | | | |
|---------------|----------|---------|----------|
| United States | \$2,268 | (44.3%) | \$4,070 |
| % of total | 12.2% | | 14.7% |
| International | \$16,281 | (30.8%) | \$23,527 |
| % of total | 87.8% | | 85.3% |

For the year ended December 31, 2009 compared to the same period of 2008, sales decreased by approximately \$9.0 million or 32.8% for the year. The decrease stems from the general industry downturn that we began experiencing in the fourth quarter of 2008 that worsened in the first half of 2009 and then began to recover during the second half of 2009. We experienced lower revenues for each of our product families and for each of our sales geographies. Automated systems other than the ProLINE RoadRunner, which only declined 16%, had the largest sales declines. Automotive and programming center-related business was very weak. Wireless smart phone-related business was our strongest customer segment and was the first segment to adopt our new FlashCORE III technology. For non-automated systems, our legacy Unifamily and Sprint systems, with mixed engineering and manufacturing use, declined 25% compared to the FlashPAK family, primarily manual manufacturing use systems used in Asia, which declined 38%.

International sales for the year ended 2009 were 87.8% of sales and decreased by approximately 30.8% compared to the same period in 2008. By geographic region, sales in Asia decreased 38%, Europe decreased 32% and Americas decreased 30%. Our backlog was \$1.9 million on December 31, 2009 compared to \$2.0 million on December 31, 2008.

During 2009, our development team integrated the FlashCORE III into our PS, ProLINE-RoadRunner, FLX, and FlashPAK system families. We expect FlashCORE III to be an important driver of business as it is focused on programming the latest high density flash devices. It also gives us an opportunity to replace or upgrade our installed base of systems for customers using these newer devices. During 2010, we plan to introduce additional new product solutions and product enhancements. Early in 2009, we completed the addition of new independent sales representatives to improve our United States territory coverage. During the year we have trained these new channels and are seeing that they are coming up to speed on our products and the ability to find new customer prospects. While economic uncertainty still is present, we believe that the forecast growth in the generally related semiconductor equipment industry, as well as expectations for a recovery in capital equipment spending, bodes well for growing demand for our systems during the coming year.

GROSS MARGIN

| (in thousands) | 2009 | Change | 2008 |
|-------------------------|---------|---------|----------|
| Gross margin | \$9,961 | (38.6%) | \$16,233 |
| Percentage of net sales | 53.7% | | 58.8% |

Gross margins decreased by approximately \$6.3 million for the year ended December 31, 2009. Gross margin as a percentage of sales in 2009 was 53.7 percent, compared with 58.8 percent in 2008. This gross margin percentage decline compared to 2008 was primarily due to the impact of decreased sales volume relative to fixed operating costs as well as the labor application variance effect resulting from declining inventory levels during the year combined with lower production levels. The labor rate and application variance for 2009 compared to 2008 was unfavorable by \$310,000. The standard cost changes variances for 2009 compared to 2008 was unfavorable by \$187,000. Partially offsetting these were favorable variances for 2009 compared to 2008 for warranty of \$170,000 and freight of \$172,000 caused primarily by lower sales volumes in 2009. Also offsetting the margin percentage decline were improved direct materials margins due to product mix with lower margin products having the largest sales declines, as well as cost improvements in our PS and RoadRunner product lines.

RESEARCH AND DEVELOPMENT

| (in thousands) | 2009 | Change | 2008 |
|--------------------------|---------|--------|---------|
| Research and development | \$4,128 | (7.5%) | \$4,464 |
| Percentage of net sales | 22.3 % | | 16.2% |

Research and development (“R&D”) spending for the year ended December 31, 2009 compared to the same period in 2008, decreased by approximately \$336,000 due to the restructure actions and re-engineering of internal processes, including shifts of engineering work to our China based operations. R&D spending as a percentage of sales increased, however, due to the decreased revenue for the year. Data I/O’s R&D objectives continue to focus on platform enhancements and application engineering development on the FLX500, PS, ProLINE-RoadRunner and FlashPAK and our FlashCORE programmer architecture.

Our R&D spending also fluctuates based on the number and the development stage of projects. New products introduced in 2009 include FlashCORE III, our new programming architecture; PS 388, a new member of the PS family of automated programming systems, incorporating FlashCORE III; FlashPAK III; and FlashCORE III upgrades to our other automated systems.

We believe it is essential to invest in R&D to significantly enhance our existing products and to create new products as markets develop and technologies change. In addition to product development, a significant part of R&D spending is on creating software and support for new devices introduced by the semiconductor companies. We are focusing our R&D efforts on strategic growth markets, namely new programming technology and automated programming systems for the manufacturing environment; particularly extending the capabilities and support for our FlashCORE programmer architecture and automated handling solutions.

SELLING, GENERAL AND ADMINISTRATIVE

| (in thousands) | 2009 | Change | 2008 |
|-------------------------------------|---------|---------|---------|
| Selling, general and administrative | \$6,489 | (19.9%) | \$8,106 |
| Percentage of net sales | 35.0% | | 29.4% |

Selling, general and administrative (“SG&A”) expenses for the year ending December 31, 2009, compared to the same period in 2008, decreased approximately \$1,617,000. The expense reduction was due primarily to a decrease of approximately \$860,000 in net personnel costs and other restructure-related savings; lower bonus expense of \$350,000 compared to 2008 bonus incentive compensation of \$580,000; as well as expense reductions in depreciation, travel, marketing, facilities, investor relations, employee benefits and selling commissions. For 2010, we expect that the sales representatives we added in 2009 will help drive sales growth as they become more familiar with our products. This is expected to add to variable cost selling commissions for the additional sales that they generate.

INTEREST

| (in thousands) | 2009 | Change | 2008 |
|------------------|--------|---------|--------|
| Interest income | \$51 | (66.7%) | \$153 |
| Interest expense | (\$20) | (33.3%) | (\$30) |

Interest income decreased by \$102,000 for the twelve month period ending December 31, 2009 compared to the same period in 2008 due to lower yields on investments, despite the higher cash balance. Interest expense decreased for the twelve month period ending December 31, 2009 compared to the same period in 2008 due to lower balances on the equipment capital lease.

INCOME TAXES

| (in thousands) | 2009 | 2008 |
|------------------------------|---------|--------|
| Income tax (expense) benefit | (\$194) | (\$79) |

Income tax expense for 2009 relates to foreign and state income taxes. For 2008, income tax expense was related to federal alternative minimum tax as well as foreign and state income taxes.

For financial reporting purposes, Data I/O established tax valuation reserves against our deferred tax assets because of the uncertainty relating to the realization of such asset values. We had valuation allowances of \$9.3 million and \$8.7 million at December 31, 2009 and 2008, respectively. Given the uncertainty created by our past loss history, we expect to continue to limit the recognition of net deferred tax assets and maintain the tax valuation allowances.

INFLATION AND CHANGES IN FOREIGN CURRENCY EXCHANGE RATES

Sales and expenses incurred by foreign subsidiaries are denominated in the subsidiary’s local currency and translated into U.S. Dollar amounts at average rates of exchange during the year. We recognized foreign currency transaction gains and (losses) of \$176,000 and (\$153,000) in 2009 and 2008, respectively. The transaction gains or losses resulted primarily from translation adjustments to foreign inter-company accounts; sales by our German subsidiary to certain customers, which were invoiced in US dollars; and unhedged Brazilian currency balances. At times, we hedge some of our foreign currency exposure on sales of inventory to our foreign subsidiaries through the use of foreign currency exchange contracts.

Financial Condition

LIQUIDITY AND CAPITAL RESOURCES

| (in thousands) | 2009 | Change | 2008 |
|-----------------|----------|--------|----------|
| Working capital | \$18,736 | \$21 | \$18,715 |

At December 31, 2009, Data I/O's principal sources of liquidity consisted of existing cash and cash equivalents. Our working capital increased by \$21,000 and our current ratio increased from 4.3 in 2008 to 5.2 in 2009.

For the year ended December 31, 2009, our cash and cash equivalents increased by \$2.3 million primarily due to cash received from operating activities totaling approximately \$2.8 million. Cash received from operations primarily included collection of customer accounts receivable and reduction of inventory offset by the net loss for the year of (\$811,000), which includes non-cash depreciation and amortization of approximately \$1.0 million.

We used approximately \$569,000 of cash from investing activities during the year ended December 31, 2009 to purchase property, plant and equipment. We expect that we will continue to make capital expenditures to support our business and anticipate that present working capital will be sufficient to meet our operating requirements. 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 require substantial working capital to fund our operations. Over the last several years, we restructured our operations to lower our costs and operating expenditures in certain geographic 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. Offsetting these actions are our investments in expanded operations in China, equipment, and hiring new key personnel. Given our strong cash position of \$15.6 million as of December 31, 2009, we believe that we have sufficient working capital available under our operating plan to fund our operations and capital requirements through at least December 31, 2010. 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. Given the current economic climate, additional financing may be extremely difficult to obtain.

LONG-TERM DEBT

| (in thousands) | 2009 | Change | 2008 |
|----------------|------|---------|-------|
| Long-term debt | \$90 | (\$129) | \$219 |

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.

OFF-BALANCE SHEET ARRANGEMENTS

Except as noted in Note 8, "Operating Lease and Other Commitments," Data I/O had no off-balance sheet arrangements.

SHARE REPURCHASE PROGRAM

On December 16, 2008, Data I/O's board of directors authorized a stock repurchase program of up to 1 million shares of common stock, effective January 5, 2009. As of December 31, 2009 no shares have been repurchased under this program.

On January 27, 2010 Data I/O's board of directors authorized a stock repurchase program of up to 1 million shares of common stock during 2010. The shares may be purchased in the open market, by block purchases or in private transactions, based on prevailing market conditions and price limits. The program may be suspended or discontinued at any time. The shares repurchased will be available for re-issuance to satisfy employee stock plans and for other corporate purposes. The board also approved entering into a Rule 10b5-1 trading plan for this 2010 stock repurchase program, which allows Data I/O to repurchase our common stock in the open market during periods in which stock trading is otherwise closed for the company. The discretionary repurchase provisions and the 10b5-1 provisions of the program became effective in March 2010.

SHARE HOLDER RIGHTS PLAN

Data I/O's Shareholder Rights Plan dated April 4, 1998 was scheduled to expire on April 4, 2008. Data I/O's Board of Directors amended and extended the Shareholder Rights Plan for an additional 10-year term on April 3, 2008.

NEW ACCOUNTING PRONOUNCEMENTS

In October 2009, the Financial Accounting Standards Board (the "FASB") issued a new guidance on the accounting for multiple-deliverable arrangements to enable vendors to account for products or services ("deliverables") separately rather than as a combined unit. The new guidance which is now part of ASC 605 "Revenue Recognition" establishes a selling price hierarchy for determining the selling price of a deliverable, which is based on: (a) vendor-specific objective evidence; (b) third-party evidence; or (c) estimates. This standard also eliminates the residual method of allocation and requires that arrangement consideration be allocated at the inception of the arrangement to all deliverables using the relative selling price method. In addition, this standard significantly expands required disclosures related to a vendor's multiple-deliverable revenue arrangements. This standard is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. However, early adoption is permitted with accompanying application requirements. We are currently evaluating the potential impact of this standard on our consolidated financial statements.

In June 2009, the FASB issued Statement of Financial Accounting Standards ("SFAS") No. 168, "The FASB Accounting Standards Codification™ and the Hierarchy of Generally Accepted Accounting Principles — a replacement of FASB Statement No. 162". SFAS No. 168 replaces SFAS No. 162, and establishes the FASB Accounting Standards Codification (the "Codification") as the source of authoritative U.S. generally accepted accounting principles ("U.S. GAAP"). The Codification supersedes all existing U.S. accounting standards; all other accounting literature not included in the Codification (other than Securities and Exchange Commission guidance for publicly-traded companies) is considered non-authoritative. The Codification, which modifies structure hierarchy and referencing of financial standards, was effective on a prospective basis for interim and annual financial periods ending after September 15, 2009. The Codification is not intended to change or alter existing U.S. GAAP, and did not have a material impact on the Company's consolidated financial statements other than to change references to accounting standards.

In May 2009, the FASB issued new guidance for accounting for subsequent events. The new guidance, which is now part of ASC 855 "Subsequent Events", establishes general standards of accounting for, and disclosure of, events that occur after the balance sheet date but before financial statements are issued or are available to be issued. The new guidance sets forth the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements, and the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. The adoption of the guidance did not have an impact on the Company's consolidated financial statement disclosures.

In March 2008, the FASB issued new guidance on the disclosure of derivative instruments and hedging activities. The new guidance, which is now part of ASC 815 "Derivatives and Hedging Activities", is intended to improve financial reporting with respect to derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand the effects of these instruments and activities on an entity's financial position, financial performance and cash flows. The revised guidance is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. Our adoption of the revised guidance effective January 2009 did not have a material impact on our consolidated financial statement disclosures.

In December 2007, the FASB issued revised guidance for the accounting for business combinations. The revised guidance, which is now part of ASC 805 "Business Combinations", requires the acquiring entity in a business combination to recognize, at full fair value, all the assets acquired and liabilities assumed in the transaction; establishes the acquisition-date fair value as the measurement objective for all assets acquired and liabilities assumed; and requires the acquiring entity to disclose information needed to evaluate and understand the nature and financial effect of the business combination. The revised guidance also changes the accounting for contingent consideration, in process research and development, and restructuring costs. In addition, changes in uncertain tax positions or valuation allowances for deferred tax assets acquired in a business combination are recognized as adjustments to income tax expense or contributed capital, as appropriate. The revised guidance is effective for fiscal years beginning after December 15, 2008 and is to be applied prospectively. We will prospectively apply the revised guidance to all business combinations occurring after January 2009. We did not enter into any business combinations during 2009.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Not applicable.

Item 8. Financial Statements and Supplementary Data

See pages 26 through 44.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders
Data I/O Corporation

We have audited the accompanying consolidated balance sheets of Data I/O Corporation and subsidiaries (the Company) as of December 31, 2009 and 2008, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the two years in the period ended December 31, 2009. Our audits of the basic consolidated financial statements included the consolidated financial statement schedule (Schedule II). These consolidated financial statements and consolidated financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and consolidated financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Data I/O Corporation and subsidiaries as of December 31, 2009 and 2008, and the consolidated results of its operations and its consolidated cash flows for each of the two years in the period ended December 31, 2009 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

//S//GRANT THORNTON LLP

Seattle, Washington
March 30, 2010

DATA I/O CORPORATION
CONSOLIDATED BALANCE SHEETS

| December 31, | 2009 | 2008 |
|---|-----------------|-----------------|
| (in thousands, except share data) | | |
| ASSETS | | |
| CURRENT ASSETS: | | |
| Cash and cash equivalents | \$15,642 | \$13,304 |
| Trade accounts receivable, net of allowance for doubtful accounts of \$171 and \$142 | 3,192 | 5,659 |
| Inventories | 3,947 | 5,039 |
| Other current assets | 434 | 408 |
| TOTAL CURRENT ASSETS | 23,215 | 24,410 |
| Property, plant and equipment – net | 1,819 | 2,290 |
| Other assets | 102 | 111 |
| TOTAL ASSETS | \$25,136 | \$26,811 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| CURRENT LIABILITIES: | | |
| Accounts payable | \$970 | \$1,005 |
| Accrued compensation | 1,010 | 1,476 |
| Deferred revenue | 1,462 | 1,541 |
| Other accrued liabilities | 714 | 1,100 |
| Accrued costs of business restructuring | 100 | 389 |
| Income taxes payable | 91 | 59 |
| Current portion long-term debt | 132 | 125 |
| TOTAL CURRENT LIABILITIES | 4,479 | 5,695 |
| Long-term other payables | 69 | 57 |
| Long-term debt | 90 | 219 |
| 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, 8,955,354 and 8,869,245 shares | 21,758 | 21,331 |
| Accumulated deficit | (2,112) | (1,301) |
| Accumulated other comprehensive income | 852 | 810 |
| TOTAL STOCKHOLDERS' EQUITY | 20,498 | 20,840 |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | \$25,136 | \$26,811 |

See notes to consolidated financial statements.

DATA I/O CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS

| For the years ended December 31, | 2009 | 2008 |
|--|----------|----------|
| (in thousands, except share data) | | |
| Net Sales | \$18,549 | \$27,597 |
| Cost of goods sold | 8,588 | 11,364 |
| Gross margin | 9,961 | 16,233 |
| Operating expenses: | | |
| Research and development | 4,128 | 4,464 |
| Selling, general and administrative | 6,489 | 8,106 |
| Provision for business restructuring | 203 | 542 |
| Total operating expenses | 10,820 | 13,112 |
| Gain on sale of assets | 35 | 2,116 |
| Operating income (loss) | (824) | 5,237 |
| Non-operating income (expense): | | |
| Interest income | 51 | 153 |
| Interest expense | (20) | (30) |
| Foreign currency transaction gain (loss) | 176 | (153) |
| Total non-operating income (loss) | 207 | (30) |
| Income (loss) before income taxes | (617) | 5,207 |
| Income tax (expense) benefit | (194) | (79) |
| Net income (loss) | (\$811) | \$5,128 |
| | | |
| Basic earnings (loss) per share | (\$0.09) | \$0.58 |
| Diluted earnings (loss) per share | (\$0.09) | \$0.57 |
| Weighted-average basic shares | 8,917 | 8,822 |
| Weighted-average diluted shares | 8,917 | 9,053 |

See notes to consolidated financial statements

DATA I/O CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

| For the years ended December 31, | 2009 | 2008 |
|---|------------------------|------------------------|
| (in thousands) | | |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net income (loss) | (\$811) | \$5,128 |
| Adjustments to reconcile income (loss) | | |
| to net cash provided by (used in) operating activities: | | |
| Depreciation and amortization | 1,011 | 1,017 |
| Gain on sale of assets | (35) | (2,116) |
| Equipment transferred to cost of goods sold | 13 | 398 |
| Share-based compensation | 312 | 401 |
| Net change in: | | |
| Trade accounts receivable | 2,491 | (467) |
| Inventories | 1,117 | (78) |
| Other current assets | (17) | (96) |
| Accrued cost of business restructuring | (231) | 381 |
| Accounts payable and accrued liabilities | (874) | 245 |
| Deferred revenue | (140) | (174) |
| Deposits and other long-term assets | (1) | (1) |
| Net cash provided by (used in) operating activities | <u>2,835</u> | <u>4,638</u> |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Additions to property, plant and equipment | (611) | (1,677) |
| Net proceeds from sale of assets | 42 | 2,116 |
| Cash provided by (used in) investing activities | <u>(569)</u> | <u>439</u> |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Proceeds from issuance of common stock | 115 | 206 |
| Payment of capital lease obligation | (121) | (112) |
| Cash provided by (used in) financing activities | <u>(6)</u> | <u>94</u> |
| Increase (decrease) in cash and cash equivalents | <u>2,260</u> | <u>5,171</u> |
| Effects of exchange rate changes on cash | 78 | 496 |
| Cash and cash equivalents at beginning of year | <u>13,304</u> | <u>7,637</u> |
| Cash and cash equivalents at end of year | <u><u>\$15,642</u></u> | <u><u>\$13,304</u></u> |

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:

| | | |
|--------------------------------|-------|------|
| Cash paid during the year for: | | |
| Interest | \$23 | \$32 |
| Income taxes | \$165 | \$23 |

See notes to consolidated financial statements.

DATA I/O CORPORATION

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

| | Common Stock | | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Total Stockholders' Equity |
|--|--------------|----------|-------------------|---|----------------------------|
| | Shares | Amount | (Deficit) | | |
| (in thousands, except share data) | | | | | |
| Balance at December 31, 2007 | 8,765,767 | \$20,724 | (\$6,429) | \$791 | \$15,086 |
| Stock options exercised | 96,240 | 194 | | | 194 |
| Stock awards issued net of tax withholding | 3,607 | (7) | | | (7) |
| Issuance of stock through | | | | | |
| Employee Stock Purchase Plan | 3,631 | 19 | | | 19 |
| Share-based compensation | | 401 | | | 401 |
| Comprehensive income: | | | | | |
| Net income | | | 5,128 | | 5,128 |
| Translation adjustment | | | | 19 | 19 |
| Total comprehensive income | | | | | 5,147 |
| Balance at December 31, 2008 | 8,869,245 | \$21,331 | (\$1,301) | \$810 | \$20,840 |
| Stock options exercised | 74,305 | 95 | | | 95 |
| Stock awards issued net of tax withholding | 5,065 | - | | | - |
| Issuance of stock through | | | | | |
| Employee Stock Purchase Plan | 7,270 | 20 | | | 20 |
| Share-based compensation | | 312 | | | 312 |
| Comprehensive income (loss): | | | | | |
| Net income (loss) | | | (811) | | (811) |
| Translation adjustment | | | | 42 | 42 |
| Total comprehensive income (loss) | | | | | (769) |
| Balance at December 31, 2009 | 8,955,885 | \$21,758 | (\$2,112) | \$852 | \$20,498 |

DATA I/O CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

Data I/O Corporation (“Data I/O”) designs, manufactures, and sells programming systems used by designers and manufacturers of electronic products. Our programming system products are used to program integrated circuits (“ICs” or “devices” or “semiconductors”) with the specific unique data necessary for the ICs contained in various products, and are an important tool for the electronics industry experiencing growing use of programmable ICs. Customers for our programming system products are located around the world, primarily in the United States, Europe and the Far East. Our manufacturing operations are currently located in the United States, with most of our FlashCORE adapters manufactured in China. An outside supplier located in Germany currently manufactures our Sprint non-automated programming systems.

Principles of Consolidation

The consolidated financial statements include the accounts of Data I/O Corporation and our wholly-owned subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Foreign Currency Translation

Assets and liabilities of foreign subsidiaries are translated at the exchange rate on the balance sheet date. Revenues, costs and expenses of foreign subsidiaries are translated at average rates of exchange prevailing during the year. Translation adjustments resulting from this process are charged or credited to stockholders’ equity, net of taxes recognized. Realized and unrealized gains and losses resulting from the effects of changes in exchange rates on assets and liabilities denominated in foreign currencies are included in non-operating expense as foreign currency transaction gains and losses.

Cash and Cash Equivalents

Cash and cash equivalents are highly liquid investments with maturities of three months or less at date of purchase.

Fair Value of Financial Instruments

Certain financial instruments are carried at cost on the consolidated balance sheets, which approximates fair value due to their short-term, highly liquid nature. These instruments include cash and cash equivalents, accounts receivable, accounts payable and accrued expenses, other short-term liabilities, and capital lease obligations..

Accounts Receivable

The majority of Data I/O’s accounts receivable are due from companies in the electronics manufacturing industries. Credit is extended based on an evaluation of a customer’s financial condition and, generally, collateral is not required. Accounts receivable are typically due within 30 to 60 days and are stated at amounts due from customers net of an allowance for doubtful accounts. Accounts receivable outstanding longer than the contractual payment terms are considered past due. Data I/O determines the allowance by considering a number of factors, including the length of time trade accounts receivable are past due, the industry and geographic payment practices involved, Data I/O’s previous bad debt experience, the customer’s current ability to pay their obligation to Data I/O, and the condition of the general economy and the industry as a whole. Data I/O writes off accounts receivable when they become uncollectible, and payments subsequently received on such receivables are credited to the allowance for doubtful accounts. Interest may be accrued, at the discretion of management and according to our standard sales terms, beginning on the day after the due date of the receivable. However, interest income is subsequently recognized on these

accounts either to the extent cash is received, or when the future collection of interest and the receivable balance is considered probable by management.

Inventories

Inventories are stated at the lower of cost or market with cost being the currently adjusted standard cost, which approximates cost on a first-in, first-out basis. We estimate changes 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 an adjustment (lower of cost or market) accordingly. See Note 5.

Property, Plant and Equipment

Property, plant and equipment, including leasehold improvements, are stated at cost and depreciation is calculated over the estimated useful lives of the related assets or lease terms on the straight-line basis. We depreciate substantially all manufacturing and office equipment over periods of three to seven years. We depreciate leasehold improvements over the remaining portion of the lease or over the expected life of the asset if less than the remaining term of the lease.

Long-lived assets are evaluated on an annual basis for impairment. Based on this evaluation, no impairment was noted for the years ended December 31, 2009 and 2008.

Intangible Assets

Intangible assets include capitalized costs, technical and product rights, patent, trademarks, and other intellectual property. Intangible assets are stated at cost and amortized to operations over their estimated useful lives or statutory lives, whichever is shorter. Capitalized intangible assets are included in other long term assets on the balance sheet. We evaluate our intangible assets for impairments whenever events or changes in circumstances indicate that the carrying amount may not be recoverable using a fair value approach. No such impairment was recognized for the years ended December 31, 2009 and 2008.

Income Taxes

Federal and state income taxes are computed at current enacted tax rates, less tax credits using the asset and liability method. Deferred taxes are adjusted both for items that do not have tax consequences and for the cumulative effect of any changes in tax rates from those previously used to determine deferred tax assets or liabilities. Tax provisions include amounts that are currently payable, changes in deferred tax assets and liabilities that arise because of temporary differences between the timing of when items of income and expense are recognized for financial reporting and income tax purposes, and any changes in the valuation allowance caused by a change in judgment about the realizability of the related deferred tax assets. A valuation allowance is established when necessary to reduce deferred tax assets to amounts expected to be realized.

Share-Based Compensation

All stock-based compensation awards are measured based on estimated fair values on the date of grant and recognized as compensation expense on the straight-line single-option method. Our share-based compensation is reduced for estimated forfeitures at the time of grant and revised as necessary in subsequent periods if actual forfeitures differ from those estimates.

Revenue Recognition

Data I/O recognizes revenue at the time the product is shipped. We have determined that our programming equipment has 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 deemed as 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 the customer 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 elements and recognize revenue when the criteria for revenue recognition have been met for each element according to U.S. GAAP. 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 by the amount the Company pays to independent representative service groups or the amount of additional discount given to independent

distributors to provide the service installation (published price).

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. 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. 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 us. We recognize revenue when, the price is fixed or determinable, 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 the Company and we do not have significant obligations for future performance to directly bring about the resale of the product by the buyer.

Sales were recorded net of actual sales returns and changes to the associated sales return reserve accrual. Sales return reserves were \$102,000 and \$197,000 at December 31, 2009 and 2008, respectively.

Data I/O's software products are not normally sold separately from sales of programming systems. However, on those occasions where we sell software separately, we recognize revenue when a sales agreement exists, when delivery has occurred, when the fee is fixed or determinable, and when collection is probable.

Data I/O transfers certain products out of service from their internal use and makes them available for sale. The products transferred are our standard products in one of the following areas: service loaners, rental or test units; engineering test units; or sales demonstration equipment. Once transferred, the equipment is sold by our regular sales channels as used equipment inventory. These product units often involve refurbishing and an equipment warranty, and are conducted as sales in our normal and ordinary course of business. The transfer amount is the product unit's net book value and the sale transaction is accounted for as revenue and cost of goods sold.

Research and Development

Research and development costs are expensed as incurred.

Advertising Expense

Data I/O expenses advertising costs as incurred. Total advertising expenses were approximately \$36,000 and \$116,000 in 2009 and 2008, respectively.

Warranty Expense

Data I/O records a liability for an estimate of costs that it expects to incur under our basic limited warranty when product revenue is recognized. Factors affecting our warranty liability include the number of units sold and historical and anticipated rates of claims and costs per claim. Data I/O normally warrants our products against defects for periods ranging from ninety days to one year. We provide for the estimated cost that may be incurred under our product warranties and periodically assess the adequacy of our warranty liability based on changes in the above factors. Data I/O records revenues on extended warranties on a straight-line basis over the term of the related warranty contracts. Service costs are expensed as incurred.

Earnings (Loss) Per Share

Basic earnings (loss) per share exclude any dilutive effects of stock options. Basic earnings (loss) per share are computed using the weighted-average number of common shares outstanding during the period. Diluted earnings per share are computed using the weighted-average number of common shares and common stock equivalent shares outstanding during the period. The common stock equivalent shares from equity awards used in calculating diluted earnings per share were 0 and 231,974 for the years ended December 31, 2009 and 2008 respectively. Options to purchase 739,777 and 820,645 shares of common stock were outstanding as of December 31, 2009 and 2008, respectively, but were excluded from the computation of diluted EPS for the period then ended because the options were anti-dilutive.

Diversification of Credit Risk

Financial instruments, which potentially subject Data I/O to concentrations of credit risk, consist primarily of trade receivables. Data I/O maintains cash balances in financial institutions, which at times may exceed federally insured limits. We have not experienced any losses in such accounts and believe we are not exposed to any significant credit risk on cash and cash equivalents. Our trade receivables are geographically dispersed and include customers in many different industries. At December 31, 2009 the combined subsidiaries accounts receivable of one customer, Flextronics, represented 23.2% of our total consolidated accounts receivable balance and there were no other customers that represented 10% or more. As of December 31, 2008, the combined subsidiaries accounts receivable of Flextronics represented 13.3% of our total consolidated accounts receivable balance and there were no other customers that represented 10% or more. We believe that risk of loss is significantly reduced due to the diversity of our end-customers and geographic sales areas. We perform on-going credit evaluations of our customers' financial condition and require collateral, such as letters of credit and bank guarantees, or prepayment whenever deemed necessary.

Derivatives

Data I/O accounts for derivative instruments and hedging activities under ASC 815 "Derivatives and Hedging Activities." These standards require recognition of derivatives as assets or liabilities in the statement of financial position and measurement of those instruments at fair value.

In 2008 and 2009 Data I/O utilized forward foreign exchange contracts to reduce the impact of foreign currency exchange rate risks in situations where natural hedging strategies cannot be effectively employed. All of our hedging instruments are fair value hedges. Generally, these contracts have maturities less than one year and require us to exchange foreign currencies for U.S. dollars at maturity. At December 31, 2008, we had a notional value of approximately \$424,000 with an estimated fair value gain (loss) on the open hedge contracts of approximately (\$9,000), which is included in 2008 accounts payable on the balance sheet. Periodic changes in fair value are recorded in other income in the statement of operations. The amount of transaction gain or (loss) in other income in 2009 and 2008 was \$176,000 and (\$153,000), respectively. As of December 31, 2009 we had closed out all hedges and had no foreign exchange contracts outstanding.

Data I/O does not hold or issue derivative financial instruments for trading purposes. The purpose of our hedging activities is to reduce the risk that the valuation of the underlying assets, liabilities and firm commitments will be adversely affected by changes in exchange rates. Our derivative activities help minimize foreign currency exchange rate risk because fluctuations in the value of the instruments used for hedging purposes are offset by fluctuations in the value of the underlying exposures being hedged. We are exposed to credit-related losses in the event of nonperformance by counterparties to forward exchange contracts. However, we have entered into these instruments with creditworthy financial institutions and consider the risk of nonperformance remote.

New Accounting Pronouncements

In October 2009, the Financial Accounting Standards Board (the "FASB") issued a new guidance on the accounting for multiple-deliverable arrangements to enable vendors to account for products or services ("deliverables") separately rather than as a combined unit. The new guidance which is now part of ASC 605 "Revenue Recognition" establishes a selling price hierarchy for determining the selling price of a deliverable, which is based on: (a) vendor-specific objective evidence; (b) third-party evidence; or (c) estimates. This standard also eliminates the residual method of allocation and requires that arrangement consideration be allocated at the inception of the arrangement to all deliverables using the relative selling price method. In addition, this standard significantly expands required disclosures related to a vendor's multiple-deliverable revenue arrangements. This standard is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. However, early adoption is permitted with accompanying application requirements. We did not early adopt and are currently evaluating the potential impact of this standard on our consolidated financial statements.

In June 2009, the FASB issued Statement of Financial Accounting Standards (“SFAS”) No. 168, “The FASB Accounting Standards Codification™ and the Hierarchy of Generally Accepted Accounting Principles - a replacement of FASB Statement No. 162”. SFAS No. 168 replaces SFAS No. 162, and establishes the FASB Accounting Standards Codification (the “Codification”) as the source of authoritative U.S. generally accepted accounting principles (“U.S. GAAP”). The Codification supersedes all existing U.S. accounting standards; all other accounting literature not included in the Codification (other than Securities and Exchange Commission guidance for publicly-traded companies) is considered non-authoritative. The Codification, which modifies structure hierarchy and referencing of financial standards, was effective on a prospective basis for interim and annual financial periods ending after September 15, 2009. The Codification is not intended to change or alter existing U.S. GAAP, and did not have a material impact on the Company’s consolidated financial statements other than to change references to accounting standards.

In May 2009, the FASB issued new guidance for accounting for subsequent events. The new guidance, which is now part of ASC 855 “Subsequent Events”, establishes general standards of accounting for, and disclosure of, events that occur after the balance sheet date but before financial statements are issued or are available to be issued. The new guidance sets forth the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements, and the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. The adoption of the guidance did not have an impact on the Company’s consolidated financial statement disclosures.

In March 2008, the FASB issued new guidance on the disclosure of derivative instruments and hedging activities. The new guidance, which is now part of ASC 815 “Derivatives and Hedging Activities”, is intended to improve financial reporting with respect to derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand the effects of these instruments and activities on an entity’s financial position, financial performance and cash flows. The revised guidance is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. Our adoption of the revised guidance effective January 2009 did not have a material impact on our consolidated financial statement disclosures.

In December 2007, the FASB issued revised guidance for the accounting for business combinations. The revised guidance, which is now part of ASC 805 “Business Combinations”, requires the acquiring entity in a business combination to recognize, at full fair value, all the assets acquired and liabilities assumed in the transaction; establishes the acquisition-date fair value as the measurement objective for all assets acquired and liabilities assumed; and requires the acquiring entity to disclose information needed to evaluate and understand the nature and financial effect of the business combination. The revised guidance also changes the accounting for contingent consideration, in process research and development, and restructuring costs. In addition, changes in uncertain tax positions or valuation allowances for deferred tax assets acquired in a business combination are recognized as adjustments to income tax expense or contributed capital, as appropriate. The revised guidance is effective for fiscal years beginning after December 15, 2008 and is to be applied prospectively. We will prospectively apply the revised guidance to all business combinations occurring after January 2009. We did not enter into any business combinations during 2009.

NOTE 2 – CLASSIFICATIONS

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

NOTE 3 – PROVISION FOR BUSINESS RESTRUCTURING

During 2006 and 2007, restructuring activities were taken to reduce expenses and improve margins, as well as to lower our quarterly breakeven point and improve our operating results and the effectiveness of our sales and marketing organization and sales channels. These actions included re-engineering some internal processes, integrating some activities, transferring some activities to our lower cost base of operations in China, reducing resources applied to declining legacy products, moving some engineering positions to production, reducing the number of taxable entities, outsourcing some functions such as payroll, combining some positions, eliminating some functions, and shifting some responsibilities and resources to our channels.

As a result of the business down turn we were experiencing in the fourth quarter of 2008 and the uncertain business outlook, additional restructuring actions were taken to further reduce expenses. This resulted in a restructuring charge of \$535,000, primarily related to severance, during the fourth quarter and total of \$542,000 for the year. We took additional actions in 2009 totaling \$203,000 to flatten and streamline the organization as well as reduce cost by decreasing the size of our Board and abandoning a portion of our building space. At December 31, 2009, \$158,000 remains accrued and will be fully paid out by July 2011.

An analysis of the restructuring is as follows (in thousands):

| Description | Reserve Balance at 12/31/2007 | 2008 Expenses | 2008 Payments/ Write-offs | Reserve Balance at 12/31/2008 | 2009 Expenses | 2009 Payments/ Write-offs | Reserve Balance at 12/31/2009 |
|-----------------------------------|-------------------------------------|------------------|---------------------------------|-------------------------------------|------------------|---------------------------------|-------------------------------------|
| Downsizing US Operations: | | | | | | | |
| Employee severance | \$- | \$162 | \$82 | \$80 | \$34 | \$114 | \$- |
| Facility & other costs | - | 18 | 11 | 7 | 208 | 57 | 158 |
| Downsizing foreign operations: | | | | | | | |
| Employee severance | 5 | 347 | 63 | 289 | (67) | 222 | - |
| Facility & other costs | 2 | 15 | 4 | 13 | 28 | 41 | - |
| Total | <u>\$7</u> | <u>\$542</u> | <u>\$160</u> | <u>\$389</u> | <u>\$203</u> | <u>\$434</u> | <u>\$158</u> |

NOTE 4 – ACCOUNTS RECEIVABLE, NET

Receivables consist of the following (in thousands):

| | Dec. 31, 2009 | Dec. 31, 2008 |
|---|-----------------------|-----------------------|
| Trade accounts receivable | <u>\$3,363</u> | <u>\$5,801</u> |
| Less allowance for doubtful receivables | <u>171</u> | <u>142</u> |
| Trade accounts receivable, net | <u><u>\$3,192</u></u> | <u><u>\$5,659</u></u> |

Changes in Data I/O's allowance for doubtful accounts are as follows (in thousands):

| | Dec. 31, 2009 | Dec. 31, 2008 |
|-----------------------------|---------------------|---------------------|
| Beginning balance | \$142 | \$130 |
| Bad debt expense (reversal) | 42 | 36 |
| Accounts written-off | (18) | (24) |
| Recoveries | 5 | - |
| Ending balance | <u><u>\$171</u></u> | <u><u>\$142</u></u> |

NOTE 5 – INVENTORIES

Net inventories consisted of the following components (in thousands):

| | Dec. 31, 2009 | Dec. 31, 2008 |
|-----------------|-----------------------|-----------------------|
| Raw material | \$2,007 | \$2,631 |
| Work-in-process | 979 | 1,155 |
| Finished goods | 961 | 1,253 |
| Inventories | <u><u>\$3,947</u></u> | <u><u>\$5,039</u></u> |

NOTE 6 – PROPERTY, PLANT AND EQUIPMENT, NET

Property, plant and equipment consisted of the following (in thousands):

| | Dec. 31, 2009 | Dec. 31, 2008 |
|------------------------------------|------------------|------------------|
| Leasehold improvements | \$393 | \$393 |
| Equipment | 8,184 | 8,931 |
| | 8,577 | 9,324 |
| Less accumulated depreciation | 6,758 | 7,034 |
| Property, plant and equipment, net | <u>\$1,819</u> | <u>\$2,290</u> |

Total depreciation recorded for 2009 and 2008 was \$1,055,000 and \$832,000 respectively.

NOTE 7 – OTHER ACCRUED LIABILITIES

Other accrued liabilities consisted of the following components (in thousands):

| | Dec. 31, 2009 | Dec. 31, 2008 |
|---------------------------|------------------|------------------|
| Product warranty | \$291 | \$400 |
| Sales return | 102 | 197 |
| Deferred rent | 118 | 156 |
| Other taxes | 94 | 186 |
| Other | 109 | 161 |
| Other accrued liabilities | <u>\$714</u> | <u>\$1,100</u> |

The changes in Data I/O's product warranty are as follows (in thousands):

| | Dec. 31, 2009 | Dec. 31, 2008 |
|------------------------------|------------------|------------------|
| Liability, beginning of year | \$400 | \$401 |
| Net expenses | 583 | 717 |
| Warranty claims | (583) | (719) |
| Accrual revisions | (109) | 1 |
| Liability, end of year | <u>\$291</u> | <u>\$400</u> |

NOTE 8 – 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 December 31, 2009, the purchase and other obligations totaled \$889,500 all of which are 2010 commitments. Any amounts reflected on the balance sheet as accounts payable, accrued liabilities, and notes payable are excluded from the below table. Data I/O 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:

For the years ending December 31, (in thousands):

| | Operating leases |
|---------------------|---------------------|
| 2010 | \$1,176 |
| 2011 | 690 |
| 2012 | 141 |
| 2013 | 111 |
| 2014 and thereafter | 138 |
| Total | <u>\$2,256</u> |

Lease and rental expense was \$1,142,000 and \$1,209,000 in 2009 and 2008, respectively. Rent expense is recorded on a straight line basis, over the term of the lease, for leases that contain fixed escalation clauses. Data I/O has renewal options on substantially all of our major leases. Data I/O entered into a headquarters facility lease for a five year period for an approximately 40,000 square foot office space located in Redmond, Washington and it commenced during the third quarter of 2006. We also entered into a new lease agreement during the second quarter of 2009 for our offices in Shanghai, China. During the third quarter of 2009, we entered into new lease agreements for our offices in Hong Kong, China and Berlin, Germany.

NOTE 9 – CONTINGENCIES

As of December 31, 2009, Data I/O was not a party to any legal proceedings, the adverse outcome of which in management's opinion, individually or in the aggregate, would have a material adverse effect on our results of operations or financial position.

As previously disclosed, on January 22, 2008, our former landlord, (now known as Rowley Properties, Inc.), filed a Complaint in the Superior Court of Washington for King County (No. 08-2-03518-2 SEA) against Data I/O, Robert/Barbara Hiester and Steven/Jane Doe Hiester. The claims against Data I/O include breach of agreement, waste, and an environmental remediation claim for contribution under RCW 70.105D.080. No claim amount was specified in the Complaint. The claims relate to a former circuit board fabrication business that Data I/O operated from 1978 to October 1988. We sold that business to Circuit Partners whose officers and principal shareholders were Robert and Barbara Hiester. We agreed to settle this case with Rowley Properties, Inc with the settlement amount paid by our insurer. In April of 2009, Rowley Properties, Inc. and Data I/O entered into a mutual release and settlement agreement in which they released each other from claims related to this case and Rowley Properties, Inc. agreed to indemnify Data I/O against any claims from the other defendants related to this case.

NOTE 10 – STOCK AND RETIREMENT PLANS

Stock Option Plans

At December 31, 2009, there were 924,410 shares of Common Stock reserved for issuance of which 487,552 shares are available for future grant under Data I/O's 2000 Stock Compensation Incentive Plan ("2000 Plan"). Pursuant to this 2000 Plan, options are granted to our officers and key employees with exercise prices equal to the fair market value of the Common Stock at the date of grant and generally vest over four years. Options granted under the plans have a maximum term of six years from the date of grant. Stock awards may also be granted under the 2000 Plan.

Employee Stock Purchase Plan

Under the Employee Stock Purchase Plan, eligible employees may purchase shares of Data I/O's Common Stock at six-month intervals at 95% of the fair market value on the last day of each six-month period. Employees may purchase shares having a value not exceeding 10% of their gross compensation during an offering period. During 2009 and 2008, a total of 7,270 and 3,631 shares, respectively, were purchased under the plan at average prices of \$2.68 and \$5.35 per share, respectively. At December 31, 2009, a total of 88,212 shares were reserved for future issuance. The 5% discount allowed under the ESPP is not considered compensatory under authoritative guidance from the FASB.

Stock Appreciation Rights Plan

Data I/O has a Stock Appreciation Rights Plan (“SAR”) under which each director, executive officer or holder of 10% or more of Data I/O’s Common Stock has a SAR with respect to each exercisable stock option. The SAR entitles the SAR holder to receive cash from Data I/O for the difference between the market value of the stock and the exercise price of the option in lieu of exercising the related option. SARs are only exercisable following a tender offer or exchange offer for Data I/O’s stock, or following approval by shareholders of Data I/O of any merger, consolidation, reorganization or other transaction providing for the conversion or exchange of more than 50% of the common shares outstanding. As no event has occurred, which would make the SARs exercisable, and no such event is deemed probable, no compensation expense has been recorded under this plan.

Director Fee Plan

Data I/O has a Director Fee Plan, not currently in use, which had provided for payment to directors who are not employees of Data I/O Corporation by delivery of shares of Data I/O’s Common Stock. No shares were issued from the plan for 2009 or 2008 board service and 151,332 shares remain available in the plan as of December 31, 2009.

Retirement Savings Plan

Data I/O has a savings plan that qualifies as a cash or deferred salary arrangement under Section 401(k) of the Internal Revenue Code. Under the plan, participating U.S. employees may defer their pre-tax salary, subject to IRS limitations. In fiscal years 2009 and 2008, Data I/O contributed one dollar for each dollar contributed by a participant, with a maximum contribution of 4% of a participant’s earnings. Data I/O’s matching contribution expense for the savings plan was approximately \$176,000 and \$145,000 in 2009 and 2008, respectively.

Share Repurchase Program

On December 16, 2008, Data I/O’s board of directors authorized a stock repurchase program of up to 1 million shares of common stock. As of December 31, 2009, no shares had been purchased under the program.

On January 27, 2010, Data I/O’s board of directors authorized a stock repurchase program of up to 1 million shares of common stock for 2010. The shares will be purchased in the open market, by block purchases or in private transactions, based on prevailing market conditions and price limits. The program may be suspended or discontinued at any time. The shares repurchased will be available for re-issuance to satisfy employee stock plans and for other corporate purposes. The board also approved entering into a Rule 10b5-1 trading plan for this 2010 stock repurchase program, which allows the company to repurchase the company’s common stock in the open market during periods in which stock trading is otherwise closed for the company. The discretionary repurchase provisions and the 10b5-1 provisions of the program became effective starting in March, 2010.

NOTE 11– SHARE-BASED COMPENSATION

Effective January 1, 2006, the Company adopted a new accounting standard promulgated by the Financial Accounting Standards Board (FASB) which requires the measurement and recognition of compensation expense for all share-based payment awards made to our employees and directors including employee stock options, stock awards and employee stock purchases made under our Employee Stock Purchase Plan (“ESPP”) during 2006.

Data I/O adopted this standard using the modified prospective method beginning January 1, 2006. Accordingly, during the years ended December 31, 2009, 2008, and 2007, we recorded share-based compensation expense for awards granted prior to but not yet vested as of January 1, 2006 as if the fair value method required for pro forma disclosure under the standard were in effect for expense recognition purposes adjusted for estimated forfeitures. For share-based awards granted after January 1, 2006, we have recognized compensation expense based on the estimated grant date fair value method required under the standard. For these awards we have recognized compensation expense using a straight-line amortization method and reduced for estimated forfeitures. This supersedes the Company’s previous accounting methodology, under which, following authoritative FASB guidance, the Company did not recognize compensation expense.

The impact on our results of operations of recording share-based compensation for the year ended December 31, 2009 and 2008 was as follows (in thousands):

| | Year Ended Dec. 31, 2009 | Year Ended Dec. 31, 2008 |
|--|-----------------------------|-----------------------------|
| Costs of goods sold | \$24 | \$24 |
| Research and development | 27 | 50 |
| Selling, general and administrative | 261 | 327 |
| Total share-based compensation expense | <u>\$312</u> | <u>\$401</u> |
| Impact on net income (loss) per share: | | |
| Basic and diluted | \$0.04 | \$0.04 |

Approximately \$6,000 and \$6,660 of share-based compensation was capitalized within inventory for the year ended December 31, 2009 and 2008, respectively.

The fair value of share-based awards for employee stock option awards and employee stock purchases made under our Employee Stock Purchase Plan were estimated at the date of grant using the Black-Scholes valuation model. The volatility and expected life of the options used in calculations the fair value of share-based awards excludes certain periods of historical data that we considered atypical and not likely or rare to occur in future periods. The following weighted average assumptions were used to calculate the fair value of options granted during the years ended December 31:

| | Employee Stock Options | | Employee Stock Purchase Plan | |
|---|---------------------------|-------|---------------------------------|------|
| | 2009 | 2008 | 2009 | 2008 |
| Risk-free interest rates | 2.42% | 3.08% | N/A | N/A |
| Volatility factors | 0.61 | 0.54 | N/A | N/A |
| Expected life of the option in years | 4.0 | 4.7 | N/A | N/A |
| Expected dividend yield | None | None | N/A | N/A |

The risk-free interest rate used in the Black-Scholes valuation method is based on the implied yield currently available in U.S. Treasury securities at maturity with an equivalent term. We have not recently declared or paid any dividends and do not currently expect to do so in the future. The expected term of options represents the period that our stock-based awards are expected to be outstanding and was determined based on historical weighted average holding periods and projected holding periods for the remaining unexercised shares. Consideration was given to the contractual terms of our stock-based awards, vesting schedules and expectations of future employee behavior. Expected volatility is based on the annualized daily historical volatility of Data I/O's stock over a representative period.

The weighted average grant date fair value of options granted under our stock option plans for the twelve month period ending December 31, 2009 and 2008 was \$1.50 and \$2.85, respectively

The following table summarizes stock option activity under our stock option plans for the twelve months ended December 31:

| | Dec. 31, 2009 | | Dec. 31, 2008 | |
|---|----------------|---------------------------------|----------------|---------------------------------|
| | Options | Weighted-Average Exercise Price | Options | Weighted-Average Exercise Price |
| Outstanding at beginning of year | 904,231 | \$3.58 | 855,925 | \$2.90 |
| Granted | 185,500 | 3.09 | 187,000 | 5.91 |
| Exercised | (144,251) | 2.09 | (102,007) | 2.19 |
| Cancelled, expired or forfeited | (208,172) | 3.97 | (36,687) | 3.53 |
| Outstanding – end of year | <u>737,308</u> | <u>\$3.63</u> | <u>904,231</u> | <u>\$3.58</u> |
| Vested or expected to vest at the end of the period | 683,552 | \$3.62 | 850,793 | \$3.48 |
| Exercisable at end of year | 458,748 | \$3.43 | 602,483 | \$2.98 |

The stock options outstanding and exercisable for equity share-based payment awards under our stock option plans as of December 31, 2009 were in the following exercise price ranges:

| Options Outstanding | | | | Options Exercisable | | | |
|--------------------------|--------------------|--|-----------------------------------|---------------------------|--------------------|-----------------------------------|---------------------------|
| Range of Exercise Prices | Number Outstanding | Weighted – Average Remaining Contractual Life in Years | Weighted – Average Exercise Price | Aggregate Intrinsic Value | Number Exercisable | Weighted – Average Exercise Price | Aggregate Intrinsic Value |
| \$2.49 - \$2.77 | 147,748 | 1.33 | \$2.54 | | 146,123 | \$2.54 | |
| \$2.93 - \$3.05 | 85,998 | 0.47 | 2.93 | | 85,811 | 2.93 | |
| \$3.07 - \$3.07 | 175,437 | 5.37 | 3.07 | | 21,687 | 3.07 | |
| \$3.24 - \$3.88 | 191,625 | 3.03 | 3.77 | | 149,033 | 3.79 | |
| \$3.94 - \$5.98 | 136,500 | 4.33 | 5.78 | | 56,094 | 5.75 | |
| | <u>737,308</u> | <u>3.19</u> | <u>\$3.63</u> | <u>\$796,649</u> | <u>458,748</u> | <u>\$3.43</u> | <u>\$545,369</u> |

The aggregate intrinsic value in the table above represents the total pretax intrinsic value, based on the Company closing stock price of \$4.46 at December 31, 2009, which would have been received by award holders had all award holders exercised their stock options that were in-the-money as of that date. The aggregate intrinsic value of awards exercised during the twelve month period ended December 31, 2009 was \$439,174.

Restricted stock award including performance-based stock award activity under our share-based compensation plan was as follows:

| | Dec. 31, 2009 | | Dec. 31, 2008 | |
|----------------------------------|---------------|--|---------------|--|
| | Awards | Weighted - Average Grant Date Fair Value | Awards | Weighted - Average Grant Date Fair Value |
| Outstanding at beginning of year | 22,323 | \$4.93 | 23,986 | \$3.80 |
| Granted | 10,200 | 3.07 | 13,200 | 5.98 |
| Vested | (6,801) | 4.70 | (4,843) | 3.78 |
| Cancelled | (1,011) | 4.30 | (10,020) | 4.15 |
| Outstanding at end of year | <u>24,711</u> | <u>\$4.23</u> | <u>22,323</u> | <u>\$4.93</u> |

As of December 31, 2009 and 2008, there were \$571,716 and \$684,834, respectively, of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under our stock option plans. That cost is expected to be recognized over a weighted average period of 2.81 and 2.53 years as of December 31, 2009 and 2008, respectively.

NOTE 12 – ACCUMULATED OTHER COMPREHENSIVE INCOME

Ending accumulated balances for each item in accumulated other comprehensive income are as follows:

| (in thousands) | Dec. 31, 2009 | Dec. 31, 2008 |
|--|------------------|------------------|
| Unrealized currency gain | \$852 | \$810 |
| Total accumulated other comprehensive income | \$852 | \$810 |

NOTE 13– INCOME TAXES

Data I/O accounts for income taxes using the liability method as prescribed by the ASC.

Components of income (loss) before taxes:

| (in thousands) | Year Ended Dec. 31, | |
|--------------------|---------------------|---------|
| | 2009 | 2008 |
| U.S. operations | (\$1,278) | \$2,717 |
| Foreign operations | 661 | 2,490 |
| | (\$617) | \$5,207 |

Income tax expense (benefit) consists of:

Current tax expense (benefit):

| | | |
|--------------|-----|------|
| U.S. federal | \$- | \$39 |
| State | 11 | 12 |
| Foreign | 183 | 28 |
| | 194 | 79 |

Deferred tax expense (benefit) – U.S. federal

| | | |
|------------------------------------|-------|------|
| | - | - |
| Total income tax expense (benefit) | \$194 | \$79 |

A reconciliation of Data I/O's effective income tax and the U.S. federal tax rate is as follows:

| | Year Ended Dec. 31, | |
|---|---------------------|---------|
| | 2009 | 2008 |
| Statutory tax | (\$210) | \$1,770 |
| State and foreign income tax, net of federal income tax benefit | (157) | (760) |
| Valuation allowance for deferred tax assets | 561 | (931) |
| | \$194 | \$79 |

The tax effects of temporary differences that gave rise to significant portions of the deferred tax assets are presented below (in thousands):

| | Dec. 31, 2009 | Dec. 31, 2008 |
|--|------------------|------------------|
| Deferred income tax assets: | | |
| Allowance for doubtful accounts | \$53 | \$36 |
| Inventory and product return reserves | 775 | 657 |
| Compensation accruals | 694 | 583 |
| Accrued liabilities | 144 | 89 |
| Book-over-tax depreciation and amortization | 313 | 366 |
| Foreign net operating loss carryforwards | 549 | 456 |
| U.S. net operating loss and credit carryforwards | 6,749 | 6,492 |
| Other, net | - | 2 |
| | <u>9,277</u> | <u>8,681</u> |
| Valuation allowance | (9,277) | (8,681) |
| Total deferred income tax assets | <u>\$ -</u> | <u>\$ -</u> |

The valuation allowance for deferred tax assets increased \$596,000 and decreased \$862,000 during the years ended December 31, 2009 and December 31, 2008, respectively, due primarily to book net income and reversal of deferred tax assets. The net deferred tax assets have a full valuation allowance provided due to uncertainty regarding Data I/O's ability to utilize such assets in future years. Although we have had recent profitable operations, this full valuation allowance evaluation is based upon our volatile history of losses and the current uncertain economic outlook for our industry and capital spending. Credit carryforwards consist primarily of research and experimental and alternative minimum tax credits. U.S. net operating loss carryforwards expire beginning in 2020 to 2030. Utilization of net operating loss and credit carryforwards is subject to certain limitations under Section 382 of the Internal Revenue Code of 1986, as amended.

On January 1, 2007 we adopted a new accounting standard meant to clarify the accounting and disclosure for uncertainty in income taxes by prescribing the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. It also provides guidance on de-recognition, measurement, classification, interest and penalties, accounting for interim periods, disclosure and transition, and clearly scopes income taxes out of the ASC Statement which addresses accounting for contingencies. The adoption of this standard had no impact on the Company's financial statements. There were \$79,000 and \$71,000 of unrecognized tax benefits as of December 31, 2009 and 2008, respectively.

Historically, Data I/O has not incurred any interest or penalties associated with tax matters and no interest or penalties were recognized during 2009. However, we have adopted a policy whereby amounts related to interest and penalties associated with tax matters are classified as general and administrative expense when incurred.

Tax years that remain open for examination include 2006, 2007, 2008 and 2009 in the United States of America. In addition, tax years from 2000 to 2005 may be subject to examination in the event that the Company utilizes the NOL's from those years in its current or future year tax return.

NOTE 14 – SEGMENT AND GEOGRAPHIC INFORMATION

We consider our operations to be a single operating segment, focused on the design, manufacturing, and sale of programming systems used by designers and manufacturers of electronic products.

During 2009 there was one customer that accounted for more than 10% of Data I/O's consolidated net revenues for the year. During 2008 there were no customers that accounted for 10% or more of Data I/O's consolidated net revenues for that year. Major operations outside the U.S. include sales and service support subsidiaries in Germany, Canada and China. At December 31, 2009 the combined subsidiaries accounts receivable of one customer, Flextronics, represented 23.2% of our total consolidated accounts receivable balance and there were no other customers that represented 10% or more. At December 31, 2008, the combined subsidiaries accounts receivable of one customer, Flextronics, represented 13.3% of our total consolidated accounts receivable balance and there were no other customers that represented 10% or more.

The following table summarizes information about geographic areas:

| (in thousands) | Year Ended Dec. 31, | |
|--|---------------------|-----------------|
| | 2009 | 2008 |
| Net sales: | | |
| U.S. | \$2,268 | \$4,070 |
| Europe | 7,647 | 11,250 |
| Rest of World | 8,634 | 12,277 |
| | <u>\$18,549</u> | <u>\$27,597</u> |
| Included in Europe and Rest of World are the following significant balances: | | |
| Germany | \$3,453 | \$6,137 |
| China | \$2,156 | \$3,205 |
| Operating income (loss): | | |
| U.S. | (\$1,575) | \$1,411 |
| Europe | 27 | 1,298 |
| Rest of World | 724 | 2,528 |
| | <u>(\$824)</u> | <u>\$5,237</u> |
| Identifiable assets: | | |
| U.S. | \$14,154 | \$14,814 |
| Europe | 4,632 | 6,185 |
| Rest of World | 6,350 | 5,812 |
| | <u>\$25,136</u> | <u>\$26,811</u> |

NOTE 15 – 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 December 31, 2009 scheduled maturities of the capital lease obligation for the years ending December 31 are as follows (in thousands):

| | |
|---|--------------|
| 2010 | \$141 |
| 2011 | 94 |
| Thereafter | - |
| Total minimum lease payments | <u>235</u> |
| Less: Amount representing interest | <u>(13)</u> |
| Present value of capital lease obligation | 223 |
| Current portion long-term debt | <u>(132)</u> |
| Non-current portion long-term debt | <u>\$ 90</u> |

NOTE 16 – GAIN ON SALE OF PATENTS

On March 18, 2008, the Company completed the sale of selected patents and patent applications to Leannoux Properties AG L.L.C. Net proceeds were approximately \$3.3 million with a net gain of approximately \$2.1 million.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

(a) 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 assurance level. Disclosure Controls are controls and procedures designed to reasonably assure that information required to be disclosed in our reports filed or submitted 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.

(b) Management’s Report on Internal Control Over Financial Reporting.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control systems was designed to provide reasonable assurance to the Company’s management and board of directors regarding the preparation and fair presentation of published financial statements. Internal control over financial reporting is defined in Rule 13a-15(f) promulgated under the Exchange Act and includes those policies and procedures that:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company’s assets that could have a material effect on the financial statements.

All internal controls, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statements preparation and presentation.

Our management assessed the effectiveness of the Company’s internal control over financial reporting as of December 31, 2009. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) in Internal Control – Integrated Framework. Based on this assessment we concluded that, as of December 31, 2009, our internal control over financial reporting was effective.

This annual report does not include an attestation report of the company’s registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by the company’s registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the company to provide only management’s report in this annual report.

(c) Changes in internal controls.

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

Our continued restructuring actions decreased the number of personnel and reallocated tasks. We did not change our internal controls, however, and these restructure actions may have an impact on our internal controls’ operation which we will continue to monitor and evaluate.

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Information regarding the Registrant's directors is set forth under "Election of Directors" in Data I/O's Proxy Statement relating to Data I/O's annual meeting of shareholders to be held on May 11, 2010 and is incorporated herein by reference. Such Proxy Statement will be filed within 120 days of Data I/O's year-end. Information regarding the Registrant's executive officers is set forth in Item 1 of Part I herein under the caption "Executive Officers of the Registrant."

Code of Ethics

We have adopted an updated Code of Ethics that applies to all directors, officers and employees of Data I/O, including the Chief Executive Officer and Chief Financial Officer. The key principles of the Code of Ethics are to act legally and with integrity in all work for Data I/O. The Code of Ethics is posted on the corporate governance page of our website at <http://www.dataio.com/corporate/governance.asp>. We will post any amendments to our Code of Ethics on our website. In the unlikely event that the Board of Directors approves any sort of waiver to the Code of Ethics for our executive officers or directors, information concerning such waiver will also be posted on our website. In addition to posting information regarding amendments and waivers on our website, the same information will be included in a Current Report on Form 8-K within four business days following the date of the amendment or waiver, unless website posting of such amendments or waivers is permitted by the rules of The Nasdaq Stock Market, Inc.

Item 11. Executive Compensation

Information called for by Part III, Item 11, is included in Data I/O's Proxy Statement relating to Data I/O's annual meeting of shareholders to be held on May 11, 2010 and is incorporated herein by reference. The information appears in the Proxy Statement under the caption "Executive Compensation." Such Proxy Statement will be filed within 120 days of Data I/O's year-end.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Information called for by Part III, Item 12, is included in Data I/O's Proxy Statement relating to Data I/O's annual meeting of shareholders to be held on May 11, 2010 and is incorporated herein by reference. The information appears in the Proxy Statement under the caption "Voting Securities and Principal Holders." Such Proxy Statement will be filed within 120 days of Data I/O's year-end.

Equity Compensation Plan Information

The following table gives information about our Common Stock that may be issued upon the exercise of options and rights under all of our existing equity compensation plans as of December 31, 2009. See Notes 10 and 11 of "Notes to Consolidated Financial Statements."

| | (a) Number of securities to be issued upon the exercise of outstanding options, warrants and rights | (b) Weighted-average exercise price of outstanding options, warrants and rights | (c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) |
|--|---|---|---|
| Equity compensation plans approved by security holders (1) (2) | 739,777 | \$3.63 | 724,627 |
| Equity compensation plans not approved by security holders | - | - | - |
| Total | <u>739,777</u> | <u>\$3.63</u> | <u>724,627</u> |

- (1) Represents shares of Data I/O's Common Stock issuable pursuant to our 2000 Stock Incentive Compensation Plan, 1986 Stock Option Plan, 1982 Employee Stock Purchase Plan, and 1996 Director Fee Plan.
- (2) Stock Appreciation Rights Plan ("SAR") provides that directors, executive officers or holders of 10% or more of Data I/O's Common Stock have an accompanying SAR with respect to each exercisable option. While the plan has been approved by the security holders, no amounts are included in columns (a), (b), or (c) relating to the SAR.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item is contained in, and incorporated by reference from, the Proxy Statement for the Company's 2010 Annual Meeting of Shareholders under the caption "Certain Relationships and Related Transactions."

Item 14. Principle Accounting Fees and Services

The information required by this Item with respect to principal accountant fees and services is incorporated by reference to the section captioned "Principal Accountant's Fees and Services" in the Proxy Statement relating to Data I/O's annual meeting of shareholders to be held on May 11, 2010. Such Proxy Statement will be filed within 120 days of Data I/O's year-end.

PART IV

Item 15. Exhibits, Financial Statement Schedules

Executive Compensation Plans and Arrangements

The following list is a subset of the list of exhibits described below and contains all compensatory plans, contracts or arrangements in which any director or executive officer of Data I/O is a participant, unless the method of allocation of benefits thereunder is the same for management and non-management participants:

- (1) Amended and Restated 1982 Employee Stock Purchase Plan. See Exhibit 10.7.
- (2) Data I/O Corporation Tax Deferral Retirement Plan and Trust with Orchard Trust Company. See Exhibits 10.19, 10.20 and 10.21.
- (3) Summary of Amended and Restated Management Incentive Compensation Plan. See Exhibit 10.2.
- (4) Amended and Restated 1983 Stock Appreciation Rights Plan. See Exhibit 10.1.
- (5) Amended and Restated 1986 Stock Option Plan. See Exhibit 10.5.
- (6) Form of Change in Control Agreements. See Exhibit 10.10 and 10.11.
- (7) 1996 Director Fee Plan. See Exhibit 10.4.
- (8) Letter Agreement with Frederick R. Hume. See Exhibit 10.6.
- (9) Amended and Restated 2000 Stock Compensation Incentive Plan. See Exhibit 10.8.
- (10) Form of Option Agreement. See Exhibit 10.9.
- (11) Form of Performance Share Award Agreement. See Exhibit 10.15.
- (12) Harald Weigelt Employment Agreement. See Exhibit 10.23.

| (a) <u>List of Documents Filed as a Part of This Report:</u> | <u>Page</u> |
|--|-------------|
| (1) <u>Index to Financial Statements:</u> | |
| Report of Independent Registered Public Accounting Firm | 26 |
| Consolidated Balance Sheets as of December 31, 2009 and 2008 | 27 |
| Consolidated Statements of Operations for each of the two years ended December 31, 2009 and December 31, 2008 | 28 |
| Consolidated Statements of Cash Flows for each of the two years ended December 31, 2009 and December 31, 2008 | 29 |
| Consolidated Statement of Stockholders' Equity for each of the two years ended December 31, 2009 And December 31, 2008 | 30 |
| Notes to Consolidated Financial Statements | 31 |

(2) Index to Financial Statement Schedules:

Schedule II – Consolidated Valuation and Qualifying Accounts

All other schedules not listed above have been omitted because the required information is included in the consolidated financial statements or the notes thereto, or is not applicable or required.

(3) Index to Exhibits:

3 Articles of Incorporation:

- 3.1 Data I/O's restated Articles of Incorporation filed November 2, 1987 (Incorporated by reference to Exhibit 3.1 of Data I/O's 1987 Annual Report on Form 10-K (File No. 0-10394)).
- 3.2 Data I/O's Bylaws as amended and restated as of February 2006 (Incorporated by reference to Exhibit 3.2 of Data I/O's 2005 Annual Report on Form 10-K (File No. 0-10394)).
- 3.3 Certification of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock (Incorporated by reference to Exhibit 1 of Data I/O's Registration Statement on Form 8-A filed March 13, 1998 (File No. 0-10394)).

4 Instruments Defining the Rights of Security Holders, Including Indentures:

- 4.1 Rights Agreement dated as of April 4, 1998, between Data I/O Corporation and ChaseMellon Shareholder Services, L.L.C. as Rights Agent, which includes: as Exhibit A thereto, the Form of Right Certificate; and, as Exhibit B thereto, the Summary of Rights to Purchase Series A Junior Participating Preferred Stock (Incorporated by reference to Data I/O's Current Report on Form 8-K filed on March 13, 1998).
- 4.2 Rights Agreement, dated as of March 31, 1988, between Data I/O Corporation and First Jersey National Bank, as Rights Agent, as amended by Amendment No. 1 thereto, dated as of May 28, 1992 and Amendment No. 2 thereto, dated as of July 16, 1997 (Incorporated by reference to Data I/O's Report on Form 8-K filed on March 13, 1998).
- 4.3 Amendment No. 1, dated as of February 10, 1999, to Rights Agreement, dated as of April 4, 1998, between Data I/O Corporation and ChaseMellon Shareholder Services, L.L.C. as Rights Agent (Incorporated by reference to Exhibit 4.1 of Data I/O's Form 8-A/A dated February 10, 1999).
- 4.4 Amendment No. 2 to Rights Agreement, dated as of April 3, 2008, between Data I/O Corporation and Mellon Investor Services LLC (formerly ChaseMellon Shareholder Services, L.L.C.). (Incorporated by reference to Exhibit 4.3 of Data I/O's Form 8-K dated April 3, 2008).

10 Material Contracts:

- 10.1 Amended and Restated 1983 Stock Appreciation Rights Plan dated February 3, 1993 (Incorporated by reference to Exhibit 10.23 of Data I/O's 1992 Annual Report on Form 10-K (File No. 0-10394)).
- 10.2 Amended and Restated Management Incentive Compensation Plan dated January 1, 1997 (Incorporated by reference to Exhibit 10.25 of Data I/O's 1997 Annual Report on Form 10-K (File No. 0-10394)).

- 10.3 Amended and Restated Performance Bonus Plan dated January 1, 1997 (Incorporated by reference to Exhibit 10.26 of Data I/O's 1997 Annual Report on Form 10-K (File No. 0-10394)).
- 10.4 Amended and Restated Data I/O Corporation 1996 Director Fee Plan (Incorporated by reference to Exhibit 10.32 of Data I/O's 1997 Annual Report on Form 10-K (File No. 0-10394)).
- 10.5 Amended and Restated 1986 Stock Option Plan dated May 12, 1998 (Incorporated by reference to Exhibit 10.37 of Data I/O's 1998 Annual Report on Form 10-K (File No. 0-10394)).
- 10.6 Letter Agreement with Fred R. Hume dated January 29, 1999. (Incorporated by reference to Exhibit 10.35 of Data I/O's 1999 Annual Report on Form 10-K (File No. 0-10394)).
- 10.7 Amended and Restated 1982 Employee Stock Purchase Plan dated May 16, 2003 (Incorporated by reference to Data I/O's 2003 Proxy Statement dated March 31, 2003).
- 10.8 Amended and Restated 2000 Stock Compensation Incentive Plan dated May 20, 2004 (Incorporated by reference to Data I/O's 2004 Proxy Statement dated April 12, 2004).
- 10.9 Form of Option Agreement (Incorporated by reference to Data I/O's 2004 Annual Report on Form 10-K (File No. 0-10394)).
- 10.10 Change in Control Agreement with Fred R. Hume dated December 31, 2008 (Incorporated by reference to Data I/O's 2008 Annual Report on Form 10-K (File No. 0-10394)).
- 10.11 Change in Control Agreement with Joel S. Hatlen dated December 31, 2008 (Incorporated by reference to Data I/O's 2008 Annual Report on Form 10-K (File No. 0-10394)).
- 10.12 Harald Weigelt Employment Agreement (Incorporated by reference to Data I/O's 2005 Annual Report on Form 10-K (File No. 0-10394)).
- 10.13 Lease, Redmond East Business Campus between Data I/O Corporation and Carr Redmond PLCC dated February 28, 2006 (Incorporated by reference to Data I/O's 2005 Annual Report on Form 10K (File No. 0-10394)).
- 10.14 Amended and Restated 2000 Stock Compensation Incentive Plan dated May 24, 2006 (Incorporated by reference to Data I/O's 2006 Proxy Statement dated April 6, 2006).
- 10.15 Form of Performance Award Agreement (incorporated by reference to Exhibit 10.28 of Data I/O's June 30, 2006 Quarterly Report on Form 10-Q (File No. 0-10394)).
- 10.16 Form of Restricted Stock Award Agreement (Incorporated by reference to Exhibit 10.29 of Data I/O's June 30, 2006 Quarterly Report on Form 10-Q (File No. 0-10394)).
- 10.17 Patent Purchase Agreement (Incorporated by reference to Data I/O's Current Report on Form 8-K filed on March 25, 2008).

- 10.18 First Amendment to the Patent Purchase Agreement (Incorporated by reference to Data I/O's Current Report on Form 8-K filed on March 25, 2008).
- 10.19 Orchard Trust Company Defined Contribution Prototype Plan and Trust (Incorporated by reference to Data I/O's 2007 Annual Report on Form 10K (File No. 0-10394)).
- 10.20 Orchard Trust Company Non-standardized 401(k) Plan (Incorporated by reference to Data I/O's 2007 Annual Report on Form 10K (File No. 0-10394)).
- 10.21 Orchard Trust Company Defined Contribution Prototype Plan and Trust Amendment for Pension Protection Act and Heart Act. (Incorporated by reference to Data I/O's 2009 Annual Report on Form 10K (File No. 0-10394)).
- 21.1 Subsidiaries of the Registrant
- 23.1 Consent of Independent Registered Public Accounting Firm
- 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: March 30, 2010

By: //S//Frederick R. Hume
Frederick R. Hume
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| NAME & DATE | TITLE |
|--|--|
| By: <u>//S//Frederick R. Hume</u> Frederick R. Hume | President and Chief Executive Officer (Principal Executive Officer) |
| By: <u>//S//Joel S. Hatlen</u> Joel S. Hatlen | Chief Financial Officer Vice President of Finance Secretary, Treasurer (Principal Financial and Accounting Officer) |
| By: <u>//S//Paul A. Gary</u> Paul A. Gary | Director |
| By: <u>//S//Steven M. Quist</u> Steven M. Quist | Director |
| By: <u>//S//William R. Walker</u> William R. Walker | Director |

DATA I/O CORPORATION

SCHEDULE II – CONSOLIDATED VALUATION AND QUALIFYING ACCOUNTS

| | Balance at Beginning of Period | Charged/ (Credited) to Costs and Expenses | Deductions- Describe | Balance at End of Period |
|--------------------------------|--------------------------------------|---|-------------------------|--------------------------------|
| (in thousands) | | | | |
| Year Ended December 31, 2008 : | | | | |
| Allowance for bad debts | \$130 | \$36 | (\$24) ⁽¹⁾ | \$142 |
| Year Ended December 31, 2009: | | | | |
| Allowance for bad debts | \$142 | \$42 | (\$13) ⁽¹⁾ | \$171 |

⁽¹⁾ *Uncollectable accounts written off, net of recoveries.*

EXHIBIT 21.1
DATA I/O CORPORATION
SUBSIDIARIES OF THE REGISTRANT

The following table indicates the name, jurisdiction of incorporation and basis of ownership of each of Data I/O's subsidiaries:

| <u>Name of Subsidiary</u> | <u>State or Jurisdiction of Organization</u> | <u>Percentage of Voting Securities Owned</u> |
|---|--|--|
| Data I/O International, Inc. | Washington | 100% |
| Data I/O FSC International, Inc. | Territory of Guam | 100% |
| Data I/O Canada Corporation | Canada | 100% |
| Data I/O China, Ltd. | Hong Kong, China | 100% |
| Data I/O GmbH | Germany | 100% |
| RTD, Inc. (formerly Reel-Tech, Inc.) | Washington | 100% |
| Data I/O Electronics (Shanghai) Co., Ltd. | China | 100% |
| Data I/O Programação de Sistemas Ltda. | Brazil | 100% |

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 30, 2010, accompanying the consolidated financial statements and schedule included in the Annual Report of Data I/O Corporation on Form 10-K for the year ended December 31, 2009. We hereby consent to the incorporation by reference of said report in the Registration Statements of Data I/O Corporation on Form S-8 (File Nos. 002-76164, 002-86785, 002-98115, 002-78394, 33-95608, 33-66824, 33-42010, 33-26472, 33-54422, 333-20657, 333-55911, 33-02254, 33-03958, 333-107543, 333-81986, 333-48595, 333-121861 and 333-151006) and on Form S-3 (File No. 333-121566).

//s//GRANT THORNTON LLP

Seattle, Washington
March 30, 2010

Exhibit 31.1
Certification by Chief Executive Officer
Pursuant to 18 U.S.C. Section 1350
As Adopted Pursuant to
Section 302(a) of the Sarbanes-Oxley Act of 2002

I, Frederick R. Hume, certify that:

- 1) I have reviewed this annual report on Form 10-K of Data I/O Corporation;
- 2) Based upon my knowledge, this annual 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 annual report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this annual 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 annual 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) for the registrant and we 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 annual 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 annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this annual report based on such evaluation; and
 - d) Disclosed in this annual 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.

Date: March 30, 2010

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

Exhibit 31.2
Certification by Chief Financial Officer
Pursuant to 18 U.S.C. Section 1350
As Adopted Pursuant to
Section 302(a) of the Sarbanes-Oxley Act of 2002

I, Joel S. Hatlen, certify that:

- 1) I have reviewed this annual report on Form 10-K of Data I/O Corporation;
- 2) Based upon my knowledge, this annual 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 annual report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this annual 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 annual 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) for the registrant and we 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 annual 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 annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this annual report based on such evaluation; and
 - d) Disclosed in this annual 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.

Date: March 30, 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 annual report of Data I/O Corporation (the “Company”) on Form 10-K for the period ended December 31, 2009 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; 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)
March 30, 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 annual report of Data I/O Corporation (the “Company”) on Form 10-K for the period ended December 31, 2009 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; 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)
March 30, 2010

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DATA I/O CORPORATION

**NOTICE OF 2010
ANNUAL MEETING
and
PROXY STATEMENT**

DATA I/O CORPORATION

March 31, 2010

To Our Shareholders:

You are cordially invited to attend the 2010 Annual Meeting of Data I/O Corporation, which will be held at Data I/O's headquarters at 6464 185th Ave NE, Suite 101, Redmond, Washington 98052. The meeting will begin at 2:00 p.m. Pacific Daylight Time on Tuesday, May 11, 2010.

Officers of Data I/O will be attending and will respond to questions after the meeting. We will review the business operations of Data I/O for 2009 and the first quarter of 2010 and provide a business update. Formal business will include the election of directors, and ratification of the continued appointment of Grant Thornton LLP as Data I/O's independent auditors.

Please read the proxy materials carefully. Your vote is important. Data I/O appreciates you considering and acting on the proposals presented. I am looking forward to seeing you on May 11th.

Sincerely,

Frederick R. Hume
President and Chief Executive Officer

DATA I/O CORPORATION

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS - May 11, 2010

To the Shareholders of Data I/O Corporation:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of Data I/O Corporation (the “Company” or “Data I/O”) will be held at 2:00 p.m. Pacific Daylight Time, on Thursday, May 11, 2010, at Data I/O’s principal offices, 6464 185th Ave NE, Suite 101, Redmond, Washington 98052, for the following purposes:

- (1) **Election of Directors:**
To elect four directors, each to serve until the next annual meeting of shareholders or until his or her successor is elected and qualified or until such director’s earlier death, resignation, or removal.
- (2) **Ratification of Independent Auditors:**
To ratify the continued appointment of Grant Thornton LLP as Data I/O’s independent auditors for the calendar year ended December 31, 2010.
- (3) **Other Business:**
To consider and vote upon such other business as may properly come before the meeting or any adjournments or postponements thereof.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting To Be Held on May 11, 2010.
The proxy statement and annual report to security holders are also available at <http://www.dataio.com/corporate/filings.asp>.

The Board of Directors has fixed the close of business on March 12, 2010, as the Record Date for the determination of shareholders entitled to notice of, and to vote at, the 2010 Annual Meeting and any adjournment or postponement thereof.

By Order of the Board of Directors

/s/ Frederick R. Hume
Frederick R. Hume
President and Chief Executive Officer

Redmond, Washington
March 31, 2010

YOUR VOTE IS IMPORTANT

Whether or not you expect to attend the meeting in person, we urge you to sign, date and return the accompanying proxy card at your earliest convenience, or you may vote by the internet at <http://www.proxyvoting.com/daio> or by telephone, as provided in the instructions on the proxy card. This will ensure the presence of a quorum at the meeting. **Promptly returning a signed and dated proxy card, or voting by the internet or by telephone, will save Data I/O the extra expense of additional solicitation.** Your proxy is revocable at your request any time before it is voted. If you attend the meeting, you may vote in person if you wish even if you have previously returned your proxy card. If you vote by mail, an addressed, postage-paid envelope is provided in order to make certain that your shares will be represented at the Annual Meeting.

DATA I/O CORPORATION
6464 185th Ave NE, Suite 101
Redmond, Washington 98052

PROXY STATEMENT
ANNUAL MEETING OF SHAREHOLDERS
May 11, 2010

INFORMATION REGARDING PROXY

This Proxy Statement and the accompanying form of proxy are furnished in connection with the solicitation of proxies by the Board of Directors (“Board of Directors”) of Data I/O Corporation (the “Company” or “Data I/O”) for use at the Annual Meeting of Shareholders to be held on Tuesday, May 11, 2010, at 2:00 p.m. Pacific Daylight Time at Data I/O’s principal offices, 6464 185th Ave NE, Suite 101, Redmond, Washington 98052, and at any adjournment of the meeting (the “Annual Meeting”). Shareholders of record at the close of business on March 12, 2010 (the “Record Date”) are entitled to notice of, and to vote, at the Annual Meeting. This Proxy Statement and a copy of Data I/O’s 2009 Annual Report to Shareholders are being mailed to shareholders on or about April 15, 2010.

A proxy card is enclosed for your use. *You are requested on behalf of the Board of Directors to sign, date, and return the proxy card in the accompanying envelope*, which is postage-paid if mailed in the United States or Canada, or you may vote by the internet at <http://www.proxyvoting.com/daio>, or by telephone, as provided in the instructions on the proxy card. If you vote by the internet or by telephone, you do not need to mail back the proxy card.

A proxy in the accompanying form, which is properly signed, dated and returned and not revoked, will be voted in accordance with its instructions. To vote on the election of directors, check the appropriate box under Item No. 1 on your proxy card. You may (a) vote for all of the director nominees as a group, (b) withhold authority to vote for all director nominees as a group, or (c) vote for all director nominees as a group except those nominees indicated to the contrary. To vote on the proposal to ratify Grant Thornton LLP as Data I/O’s independent auditors for the calendar year ended December 31, 2010, check the appropriate box under Item No. 2 on your proxy card. You may (a) vote “FOR” approval of the ratification of Grant Thornton LLP as Data I/O’s independent auditors, (b) vote “AGAINST” approval of the ratification of Grant Thornton LLP as Data I/O’s independent auditors, or (c) “ABSTAIN” from voting on the ratification of Grant Thornton LLP as Data I/O’s independent auditors. Proxies which are returned to Data I/O without instructions will be voted as recommended by the Board of Directors. Any shareholder who returns a proxy may revoke it at any time prior to voting on any matter (without, however, affecting any vote taken prior to such revocation) by (i) delivering written notice of revocation to the Secretary of Data I/O at Data I/O’s principal offices, (ii) executing and delivering to Data I/O another proxy dated as of a later date, or (iii) voting in person at the Annual Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS

The only outstanding voting securities of Data I/O are shares of common stock (the “Common Stock”). As of the Record Date, there were 8,959,294 shares of Common Stock issued and outstanding, and each such share is entitled to one vote at the Annual Meeting. The presence in person or by proxy of holders of record of a majority of the outstanding shares of Common Stock is required for a quorum for transacting business at the Annual Meeting. Shares of Common Stock underlying abstentions will be considered present at the Annual Meeting for the purpose of calculating a quorum. Under Washington law and Data I/O’s charter documents, if a quorum is present, the four nominees for election to the Board of Directors who receive the greatest number of affirmative votes cast at the Annual Meeting will be elected directors. Abstentions will have no effect on the election of directors because they are not cast in favor of any particular candidate. The proposals to ratify the continued appointment of Grant Thornton as Data I/O’s independent auditors will be approved, if a quorum is present, if the number of votes cast in favor of the proposals exceeds the number of votes cast against the proposals. Abstentions and broker non-votes on the proposals will have no effect because approval of the proposals is based solely on the votes cast. Proxies and ballots will be received and tabulated by BNY Mellon Shareowner Services, an independent business entity not affiliated with Data I/O.

Effect of Not Casting Your Vote

If you hold your shares in street name, it is critical that you cast your vote if you want it to count in the election of Directors (Item No. 1 of this Proxy Statement). In the past, if you held your shares in street name and you did not indicate how you wanted your shares

voted in the election of directors, your bank or broker was allowed to vote those share on your behalf in the election of directors as they felt appropriate. Recent changes in regulations no longer allow your bank or broker to vote your uninstructed shares in the election of directors on a discretionary basis. If you hold your shares in street name and you do not instruct your bank or broker how to vote in the election of directors, no votes will be cast on your behalf. Your bank or broker will, however, continue to have discretion to vote any uninstructed shares on the ratification of the appointment of Data I/O's independent auditors (Item No. 2 of this Proxy Statement). If you are a shareholder of record and you do not cast your vote, no votes will be cast on your behalf of any of the items of business at the Annual Meeting.

The Common Stock is traded on the NASDAQ Capital Market under the symbol "DAIO". The last sale price for the Common Stock, as reported by the NASDAQ Capital Market on March 12, 2010, was \$4.44 per share.

Principal Holders of Data I/O's Common Stock

The following table sets forth information for to all shareholders known by Data I/O to be the beneficial owners of more than five percent of its outstanding Common Stock as of March 12, 2010. Except as noted below, each person or entity has sole voting and investment powers with for the shares shown.

| Name and Address | Amount and Nature of Beneficial Ownership | | Percent of Shares Outstanding (3) |
|--|--|-----|--------------------------------------|
| Leviticus Partners, L.P. AMH Equity LLC 60East 42 nd Street, suite901 New York, NY 10165 | 841,781 | (1) | 9.4% |
| Wellington Management Company, LLP Wellington Trust Company, NA 75 State Street Boston, Massachusetts 02109 | 904,061 | (2) | 10.09% |
| Penbrook Management, LLC AnKap Partners, L.P. AnKap, LLC; Robert S. Anderson Ralph Kaplan Barbara Burke DiCostanzo 570 Lexington Avenue, 12 th Floor New York, NY 10022 | 480,100 | (3) | 5.36% |

(1) The holding shown is as of March 23, 2010 as jointly reported by Leviticus Partners, L.P. ("Leviticus") and AMH Equity, LLC ("AMH") on the most recent Schedule 13G/A filed pursuant to Rule 13d-i(c) under the Securities Exchange Act of 1934. The Schedule 13G/A indicates Leviticus holds sole voting and dispositive power with respect to 786,999 shares; AMH Equity, LLC holds a sole voting and dispositive power with respect to 54,782 shares; AMH is the general partner of Leviticus; and Adam Hutt is the managing member of AMH. The aggregate amount beneficially owned by the reporting parties is 841,781 shares.

(2) The holding shown is as of December 31, 2009, as reported by Wellington Management Company, LLP on the most recent (dated February 12, 2010) Schedule 13G filed pursuant to Rule 13d-1(b) under the Securities Exchange Act of 1934. The Schedule 13G indicates that Wellington Management holds shared voting and dispositive power with respect to 904,061 shares. Wellington Management filed this 13G, in its capacity as investment advisor, for shares that are owned by clients. No Wellington client is known to have rights or powers with respect to more than 5% of this security, except for Wellington Trust Company, NA.

The holding shown is as of December 31, 2009, as reported by Wellington Trust Company, NA on the most recent (dated February 12, 2010) Schedule 13G filed pursuant to Rule 13d-1(b) under the Securities Exchange Act of 1934. The Schedule

13G indicates that Wellington Trust holds shared voting and dispositive power with respect to 904,061 shares. Wellington Trust filed this 13G, in its capacity as investment advisor, for shares that are owned by clients. No Wellington Trust client is known to have rights or powers with respect to more than 5% of this security.

- (3) The holding shown is as of December 31, 2009 as jointly reported by Penbrook Management, LLC; AnKap Partners, L.P.; AnKap, LLC; Robert S. Anderson; Ralph Kaplan; and Barbara Burke DiCostanzo, on the most recent (dated February 5, 2010) Schedule 13G filed pursuant to Rule 13d-1(c) under the Securities Exchange Act of 1934. The Schedule 13G indicates that Penbrook Management has sole dispositive power of 297,200 shares and disclaims beneficial ownership of them; AnKap Partners has sole voting power and dispositive power for 185,000 shares; AnKap, LLC has sole voting power and dispositive power for 185,000 shares and disclaims beneficial ownership of them; Robert S. Anderson has sole voting and dispositive power for 51,000 shares, shared voting power for 185,000 shares and shared dispositive power for 429,100 shares; with an aggregate amount of 480,100 shares, however disclaiming beneficial ownership of shares managed by Penbrook Management and AnKap Partners; Ralph Kaplan has shared voting power for 185,000 shares and shared dispositive power for 429,100 shares; with an aggregate amount of 429,100 shares, however disclaiming beneficial ownership of shares managed by Penbrook Management and AnKap Partners; Barbara Burke DiCostanzo has sole voting and dispositive power for 2,100 shares and shared dispositive power for 244,100 shares; with an aggregate amount of 246,200 shares, however disclaiming beneficial ownership of these shares managed by Penbrook Management.

Directors' and Officers' Share Ownership

The following table indicates ownership of Data I/O's Common Stock by each director of Data I/O, each executive officer named in the compensation tables appearing later in this Proxy Statement, and by all directors and executive officers as a group, all as of March 12, 2010. Data I/O is not aware of any family relationships between any director, director nominee or executive officer of Data I/O.

| <u>Name</u> | <u>Amount and Nature of</u> | | <u>Percent of Shares</u> |
|--|-----------------------------|--------------------|--------------------------|
| | <u>Beneficial Ownership</u> | <u>Outstanding</u> | |
| Frederick R. Hume | 309,504 (1) | | 3.45% |
| Joel S. Hatlen | 206,440 (2) | | 2.30% |
| Paul A. Gary | 115,919 (3) | | 1.29% |
| William R. Walker | 61,458 (4) | | (8) |
| Steven M. Quist | 52,258 (5) | | (8) |
| Gordon B. Bluechel | 28,975 (6) | | (8) |
| All current directors and executive officers as a group (6 persons) | 774,554 (7) | | 8.65% |

- (1) Includes options to purchase 174,376 shares exercisable within 60 days.
(2) Includes options to purchase 75,314 shares exercisable within 60 days.
(3) Includes options to purchase 46,458 shares exercisable within 60 days.
(4) Includes options to purchase 46,458 shares exercisable within 60 days.
(5) Includes options to purchase 38,958 shares exercisable within 60 days.
(6) Includes options to purchase 26,423 shares exercisable within 60 days.
(7) Includes options to purchase 407,987 shares exercisable within 60 days.
(8) Less than 1 percent each.

Data I/O is not aware of any arrangement the operation of which may at a subsequent date result in a change of control of Data I/O.

CORPORATE GOVERNANCE

Board Charters

The Board of Directors has adopted Corporate Governance and Nominating Committee, Audit Committee and Compensation Committee Charters. All our charters are reviewed and updated periodically and the current versions are posted on the corporate governance page of our website. The corporate governance page can be accessed on our website at www.dataio.com/corporate/governance.asp. All of these Charters are consistent with the applicable requirements of the Sarbanes-Oxley Act of 2002 and our NASDAQ listing standards.

Code of Ethics

Our updated Code of Ethics is also posted on the corporate governance page of our website. Data I/O's Code of Ethics applies to all directors, officers and employees of Data I/O, including the named executive officers. The key principles of the Code are to act legally, and with integrity in all work for Data I/O. We will post any amendments to our Code of Ethics on the corporate governance page of our website at www.dataio.com/corporate/governance.asp. In the unlikely event that the Board of Directors approves any waiver to the Code of Ethics for our executive officers or directors, information concerning such waiver will also be posted on our website. In addition to posting information regarding amendments and waivers on our website, the same information will be included in a Current Report on Form 8-K within four business days following the date of the amendment or waiver, unless website posting of such amendments or waivers is permitted by the rules of The NASDAQ Stock Market, Inc.

Risk Oversight

Because our Board of Directors consists of three independent directors, who are on all of our Board Committees, and our Chief Executive Officer, risk oversight is generally handled by our entire Board of Directors, although certain risk oversight areas such as internal control and compensation are handled by our Audit Committee and Compensation Committee, respectively.

Director Independence

Paul A. Gary, Steven M. Quist, and William R. Walker are independent directors and prior directors Daniel A. DiLeo and Edward D. Lazowska, were independent directors, as defined in Rule 4200 (a)(15) of the National Association of Securities Dealers listing standards (the "NASD Rules").

Leadership Structure

Data I/O has separated our Chairman and Chief Executive Officer positions to emphasize the independent roles of the Chairman of our Board and the executive role of our Chief Executive Officer. We believe this separation more clearly supports the Board of Director's independence, as opposed to a structure that combines the Chairman and Chief Executive Officer roles. Our Chairman, Paul A. Gary, functions as our lead independent director and Frederick R. Hume is our Chief Executive Officer, President and Director.

PROPOSAL 1: ELECTION OF DIRECTORS

The Board of Directors consisted of six directors through May 14, 2009. In an effort to further reduce expenses in last year's difficult economic environment, the Board of Directors determined it would be in the best interest of Data I/O to reduce the size of the Board of Directors to four directors. At the 2009 Annual Meeting, the shareholders elected four directors to serve until the next Annual Meeting or until his or her successor has been qualified and elected or such director's earlier death, resignation or removal. For the 2010 Annual Meeting the Board of Directors has approved the four nominees named below. All the nominees are currently members of the Board of Directors. Each of the nominees has indicated that they are willing and able to serve as directors. However, should one or more of the nominees not accept the nomination, or otherwise be unwilling or unable to serve, it is intended that the proxies will be voted for the election of a substitute nominee or nominees designated by the Board of Directors.

RECOMMENDATION: The Board of Directors recommends a vote FOR each of the director nominees.

Paul A. Gary, age 69, has been a director of Data I/O since March 1998 and was named Chairman of the Board in May 1999. From 1987 until his retirement in 1996, Mr. Gary worked for ATT Microelectronics as Vice President of the High Performance IC and NETCOM business units. From 1981 to 1987, he held various leadership positions with (the former) Western Electric Company, including Director of Engineering and Manufacturing and General Manager. From 1967 to 1981, Mr. Gary worked for Bell Laboratories, finishing there as Laboratory Director. Mr. Gary has been a director of TriQuint Semiconductors, Inc. since 1996. Mr. Gary has extensive semiconductor industry operating, executive leadership and public company experience, as well as extensive knowledge of Data I/O, that the Board of Directors' believes qualifies him to serve as a Data I/O director.

Frederick R. Hume, age 67, became President and Chief Executive Officer of Data I/O on February 23, 1999. He has been a director of Data I/O since January 1999. From 1988 until his retirement in 1998, Mr. Hume was Vice President and General Manager of Keithley Instruments in Cleveland, Ohio. From 1972 to 1988, he held various management positions at John Fluke Manufacturing, including Group Vice President for Manufacturing and Research and Development. Mr. Hume has extensive test and measurement and programming industry operating, executive leadership and public company experience, as well as extensive knowledge of Data I/O, that the Board of Directors believes qualifies him to serve as a Data I/O director.

Steven M. Quist, age 64, was appointed to the Board of Directors on March 2001. Mr. Quist has been the Principal of Blackmore Peak Partners, a management consulting firm since 2003. He was President and Chief Executive Officer of CyberOptics Corporation, from 1998 until 2003 and a Director of CyberOptics Corporation from 1991 to 2004. From 1992 to 1998 he was President of Rosemount Inc., a subsidiary of Emerson Electric Co. Mr. Quist has been a director of Rimage Corporation since 2000. Also, Mr. Quist is a director of three privately held companies: ILX Lightwave Corporation, S2 Corporation, and Nervonix, Inc. Mr. Quist has extensive operating, executive leadership and public company experience, as well as CEO experience in a related industry and extensive knowledge of Data I/O, that the Board of Directors' believes qualifies him to serve as a Data I/O Director.

William R. Walker, age 69, has been a director of Data I/O since October 2003. From 1997 to 2009, Mr. Walker was the Chief Financial Officer, Secretary, Vice President of Hi/fn, Inc., a manufacturer of integrated circuits and software for storage and network infrastructure developers. From 1996 to 1997, he was the Chief Financial Officer, Secretary, Vice President of MMC Networks, Inc. From 1984 to 1996, Mr. Walker was Senior Vice President and Chief Financial Officer of Zilog, Inc. Mr. Walker has extensive semiconductor financial, executive leadership and public company experience, as well as CFO and financial expert experience and extensive knowledge of Data I/O, that the Board of Directors' believes qualifies him to serve as a director of Data I/O.

THE BOARD OF DIRECTORS

Communications with the Board of Directors

Shareholders may communicate with the Board of Directors by sending an email or by sending a letter to Data I/O Corporation Board of Directors, c/o the Secretary, 6464 185th Ave NE, Suite 101, Redmond, WA 98052. The Secretary will receive the correspondence and forward it to the Chairman of the applicable Board of Directors Committee or to any individual director or directors to whom the communication is directed.

BOARD COMMITTEES

During the year ended December 31, 2009, there were six meetings of the Board of Directors. Each of the incumbent directors who was on the Board of Directors during 2009 attended at least 75% of the aggregate of the total number of meetings of the Board of Directors and the total number of meetings held by all committees of the Board of Directors on which he served during his term of service on the Board of Directors. Data I/O does not have a policy requiring members of the Board of Directors to attend the Annual Meeting, although we typically encourage our Board of Directors to attend. Mr. Hume and Mr. Quist attended our 2009 Annual Meeting and no other Director attended because our Board of Directors did not have a meeting scheduled for that day.

The Board of Directors had three standing Committees during 2009, each comprised solely of independent directors as defined by NASDAQ standards and the Sarbanes-Oxley Act of 2002: the Corporate Governance and Nominating Committee, the Audit Committee, and the Compensation Committee. The Audit Committee consisted of Messrs. DiLeo, Quist, and Walker (Chair) through May 14, 2009 and Messrs. Gary, Quist, and Walker (Chair) since then. The Compensation Committee consisted of Messrs. DiLeo, Walker, and Quist (Chair) through May 14, 2009 and Messrs. Gary, Walker and Quist (Chair) since then. The Corporate Governance and Nominating Committee consisted of Messrs. DiLeo (Chair), Gary, Lazowska, Quist, and Walker through May 14, 2009 and Messrs. Gary (Chair), Walker and Quist since then.

Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee develops, recommends to the Board of Directors, and monitors a set of corporate governance principles applicable to Data I/O. The Corporate Governance and Nominating Committee seeks qualified candidates to serve on the Board of Directors, recommends them for the Board of Directors' consideration for election as directors at the Annual Meeting of Shareholders and proposes candidates to fill vacancies on the Board of Directors. The Corporate Governance and Nominating Committee met five times in 2009.

Audit Committee

The Audit Committee appoints, oversees, evaluates, and engages independent certified public accountants for the ensuing year and approves the compensation and other terms of such engagement; reviews the scope of the audit; periodically reviews Data I/O's program of internal control and audit functions; receives and reviews the reports of the independent accountants; and reviews the annual financial report to the directors and shareholders of Data I/O. Each member of the Audit Committee is an independent director, as defined by the NASDAQ listing standards and the Sarbanes-Oxley Act of 2002. The Audit Committee includes two financial experts, William R. Walker and Steven M. Quist, as defined in the Securities and Exchange ("SEC") rules adopted pursuant to the Sarbanes-Oxley Act of 2002. Mr. Walker also has the financial sophistication required by Rule 4350(d)(2) of the NASD Rules. The Audit Committee met five times during 2009. See the "Report of the Audit Committee."

Compensation Committee

The Compensation Committee of the Board of Directors (the “Committee”) is composed entirely of independent outside directors. The Committee is responsible for setting and administering the policies which govern all of the compensation programs of Data I/O.

The Compensation Committee makes recommendations to the Board of Directors concerning the compensation of Data I/O’s executive officers. The committee administers Data I/O’s long-term equity incentive plans. The Compensation Committee reviews all employee benefit programs and approves significant changes in major programs and all new programs. The Compensation Committee met two times during 2009.

Consideration of Director Nominees

The Corporate Governance and Nominating Committee, in evaluating and determining whether to recommend a person as a candidate for election as a director, considers relevant management and/or technology industry experience (such as experience as chief executive, operations or financial officer, or similar positions); educational experience; commitment to maximizing shareholder value; certain values such as integrity, accountability, judgment and adherence to high performance standards; independence pursuant to applicable guidelines; ability and willingness to undertake the required time commitment to Board functions; and an absence of conflicts of interest with Data I/O.

Director Diversity

The Corporate Governance and Nominating Committee also considers issues of diversity, such as diversity of gender, race and national origin, education, professional experience and differences in viewpoints and skills. The Corporate Governance and Nominating Committee does not have a formal policy on Board diversity; however, the Corporate Governance and Nominating Committee believes that it is important for Board members to represent diverse viewpoints. In considering candidates for the Board, the Corporate Governance and Nominating Committee considers the entirety of each candidate’s credentials in the context of these standards. With respect to the nomination of continuing directors for re-election, the individual’s contributions to the Board are also considered.

Identifying Director Nominees; Consideration of Nominees of the Shareholders

The Corporate Governance and Nominating Committee may employ a variety of methods for identifying and evaluating nominees for director. The Committee regularly assesses the size of the Board, the need for particular expertise on the Board, and whether any vacancies on the Board are expected due to retirement or otherwise. In the event that vacancies are anticipated, or otherwise arise, the Committee considers various potential candidates for director which may come to the Committee’s attention through current Board members, professional search firms, shareholders, or other persons. These candidates are evaluated at regular or special meetings of the Committee, and may be considered at any point during the year.

The Corporate Governance and Nominating Committee will consider candidates recommended by shareholders, when the nominations are properly submitted, under the criteria summarized above in “Consideration of Director Nominees” and in accordance with the procedures described below in “Shareholder Nominations and Proposals for the 2011 Annual Meeting of Shareholders.” Following verification of the shareholder status of persons proposing candidates, the Committee makes an initial analysis of the qualifications of any candidate recommended by shareholders or others pursuant to the criteria summarized above to determine if the candidate is qualified for service on the Data I/O Board of Directors before deciding to undertake a complete evaluation of the candidate. If any materials are provided by a shareholder or professional search firm in connection with the nomination of a director candidate, such materials are forwarded to the Committee as part of its review. Other than the verification of compliance with procedures and shareholder status, and the initial analysis performed by the Committee, a potential candidate nominated by a shareholder is treated like any other potential candidate during the review process by the Committee. For eligible shareholder nominees to be placed on the ballot for the 2010 Annual Meeting of Shareholders, shareholders were required to deliver nominations for proposed director nominees to Data I/O by February 13, 2010. Shareholders did not propose any candidates for election at the 2010 Annual Meeting.

Certain Relationships and Related Transactions

Our Audit Committee is charged with monitoring and reviewing issues involving potential conflicts of interest, and reviewing and approving related party transactions as set forth in the Code of Ethics, which is located on our website at www.dataio.com. Under our Code of Conduct our directors, officers and employees are expected to avoid conflicts of interest with Data I/O and are required to report any such conflicts of interest to our Chief Executive Officer or Chief Financial Officer, or to the Chair of our Audit Committee.

Our Audit Committee reviews all such transactions and relationships by our directors and executive officers that come to its attention either through the director and officer questionnaires or otherwise, and considers whether to approve or take other appropriate action with respect to such transactions or relationships. During 2009, no such transactions occurred.

BOARD COMPENSATION

Employee directors (Frederick R. Hume) do not receive additional compensation for serving on the Board of Directors. Non-employee directors received a cash retainer for 2009 of \$3,750 for each quarter of service, plus \$1,500 for each full Board of Directors meeting attended and \$750 for each teleconference Board of Directors meeting attended. Data I/O paid additional quarterly compensation to the non-employee directors for serving as Chairman of the Board of Directors or as a Committee chair: \$3,750 for Chairman of the Board of Directors; and \$1,250 for our Committee chairs. In addition, each non-employee Board of Directors member as of May 14, 2009, was granted an option for 9,000 shares of Data I/O stock. New members who join the Board of Directors are granted 15,000 shares as an initial grant. The stock options were granted under the provisions and terms of the Amended and Restated 2000 Stock Compensation Incentive Plan ("2000 Plan"). Data I/O also reimburses non-employee directors for actual travel and out-of-pocket expenses incurred in connection with service to Data I/O.

At the April 2008 Board of Directors Meeting, the Board determined that each Data I/O non-employee member of the Board of Directors will be required to achieve ownership of Data I/O stock of at least equal to four times the annual director cash retainer fee. Non-employee directors have five years from their initial election to meet the target guideline. Amounts that count toward meeting the target guideline include: shares owned; shared ownership (shared owned or held in trust by immediate family); and the gain amount from in-the-money vested options. If the stock ownership target guideline has not been met by any non-employee director, until such time as such Director reaches the guideline, he or she will be required to retain any Data I/O shares issued by Data I/O to such director (other than those disposed of to pay for the exercise and associated taxes on those shares). At the time the guideline was established all directors met the stock ownership target guideline. As of the Record Date all the non-employee directors met the stock ownership target guideline.

DIRECTOR COMPENSATION

The following table shows compensation paid by Data I/O to non-employee directors during 2009.

| Name | Fees Earned or Paid in Cash (\$) | Stock Awards (\$) | Option Awards (\$) | Non-Equity Incentive Plan Compensation (\$) | Nonqualified Deferred Compensation Earnings | All Other Compensation (\$) | Total (\$) |
|---------------------------|--|-------------------------|--------------------------|--|--|-----------------------------------|---------------|
| (a) | (b) | (c) | (d) | (e) | (f) | (g) | (h) |
| Daniel A. DiLeo (1) | \$11,168 | \$- | \$- | \$- | \$- | \$16,850 | \$28,018 |
| Paul A. Gary (2) (3) | 37,500 | - | 13,356 | - | - | - | 50,856 |
| Edward D. Lazowska(1) | 9,313 | - | - | - | - | 16,850 | 26,163 |
| Steven M. Quist (2) (3) | 27,500 | - | 13,356 | - | - | - | 40,856 |
| William R. Walker (2) (3) | 27,500 | - | 13,356 | - | - | - | 40,856 |

- (1) Director did not stand for reelection and term ended May 14, 2009. Included in All Other Compensation was a payment of \$16,850 in recognition of past services and contributions.
- (2) Each outside director elected in 2009 was granted 9,000 stock options with a grant date fair value under FAS 123R of \$13,356 on May 14, 2009 with a 6 year life and 3 year quarterly vesting.
- (3) Each current outside director had the following aggregate number of option awards outstanding at December 31, 2009: Gary 58,000; Quist 58,000; and Walker 58,000.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires Data I/O's directors, certain officers and persons who own more than ten percent (10%) of Data I/O's Common Stock ("Reporting Persons") to file with the SEC initial reports of ownership and reports of changes in ownership of Common Stock and other equity securities of Data I/O. Reporting Persons are required by SEC regulations to furnish Data I/O with copies of all Section 16(a) reports.

To Data I/O's knowledge, based solely on its review of copies of such reports furnished to Data I/O and representations that no other reports were required, all Section 16(a) filing requirements applicable to its Reporting Persons were complied with during 2009, except for a report on Form 4 which was filed one day late on May 14, 2009 for Paul Gary.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee oversees Data I/O's financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the consolidated financial statements and the reporting process, including the systems of internal controls. Audit Committee members are not professional accountants, or auditors and their functions are not intended to duplicate or to certify the activities of management or the independent auditors. In fulfilling its oversight responsibilities, the Committee reviewed the audited consolidated financial statements in the Annual Report (Form 10-K) with management, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements.

The Committee reviewed with the independent auditors, who are responsible for expressing an opinion on the conformity of those audited consolidated financial statements with generally accepted accounting principles in the United States, their judgments as to the quality, not just the acceptability, of Data I/O's accounting principles and such other matters as are required to be discussed by SAS 61 with the Committee under generally accepted auditing standards. In addition, the Committee has discussed with the independent auditors the auditors' independence from management and Data I/O including the matters in the written disclosures and the letter provided by the independent auditors, as required by the applicable requirements of the Public Company Oversight Board for independent auditor communications with Audit Committees concerning independence, and considered the compatibility of nonaudit services with the auditors' independence.

The Committee selects and engages Data I/O's independent auditors and discusses the overall scope and plans for their audits. The Committee meets with the independent auditors, with and without management present, to discuss the results of their examinations, their evaluations of Data I/O's internal controls, and the overall quality of Data I/O's financial reporting. The Committee held five meetings during 2009.

In reliance on the reviews and discussions referred to above, the Committee recommended to the Board of Directors (and the Board has approved) that the audited consolidated financial statements be included in Data I/O's Annual Report (Form 10-K) for the year ended December 31, 2009 for filing with the Securities and Exchange Commission. The Committee has selected Grant Thornton LLP as Data I/O's auditors for the current year.

Respectfully submitted,

AUDIT COMMITTEE

Paul A. Gary
Steven M. Quist
William R. Walker

March 26, 2010

PRINCIPAL ACCOUNTANT'S FEES AND SERVICES

Audit Fees: Aggregate fees billed by Grant Thornton LLP for professional services rendered for the audit of Data I/O's financial statements for each of the years ended December 31, 2009 and 2008 and for review of the financial statements included in each of Data I/O's Form 10-Q, were approximately \$202,432 and \$193,735 respectively.

Audit Related Fees: Aggregate fees billed for each of the years ended December 31, 2009 and 2008 for assurance and related services by Grant Thornton LLP that are reasonably related to the performance of the audit or review of Data I/O's financial statements that are not reported under the caption "Audit Fees" above, including accounting treatment consultations, were approximately \$0 and \$ 1,142, respectively.

Tax Fees: No aggregate fees were billed to Data I/O for each of the years ended December 31, 2009 and 2008 for professional services rendered by Grant Thornton LLP for tax compliance, tax advice, tax examination support, and tax planning.

All Other Fees: No aggregate fees were billed to Data I/O for each of the years ended December 31, 2009 and 2008 for all other products and services provided by Grant Thornton LLP that are not otherwise disclosed above.

Policy on Pre-Approval by Audit Committee of Services Performed by Independent Auditors

The Audit Committee's policy is to pre-approve all audit and permissible non-audit services provided by the independent auditors. These services may include audit services, non-audit services, tax services and other services. Pre-approval is detailed as to the particular service or category of service and is subject to a specific engagement authorization.

During the year, circumstances may arise when it may become necessary to engage the independent auditors for additional services not contemplated in the original pre-approval. In those circumstances, the Audit Committee has delegated pre-approval authority to the Chair of the Audit Committee for those instances when pre-approval is needed prior to a scheduled Audit Committee meeting. These additional approvals should be reported at the next scheduled Audit Committee meeting.

For 2009, all services provided by the independent auditors were pre-approved.

EXECUTIVE COMPENSATION

Elements of Our Company's Compensation Plan

Annual executive officer compensation consists of the following elements which are described in more detail below:

- Annual base salary;
- Management Incentive Compensation Plan ("MICP");
- Long-term equity incentives;
- Benefits; and
- Perquisites and other perceived benefits.

It is the Compensation Committee's policy to set total executive officer compensation at competitive levels based on compensation surveys with similar positions in similar sized companies and at levels sufficient to attract and retain a strong motivated leadership team. Our philosophy for compensation of executive officers is based on the following two principles:

- i. Executive base compensation levels should be established by comparison of job responsibility to similar positions in comparable companies and be adequate to retain highly-qualified personnel; and
- ii. Variable compensation should be established to provide incentive to improve performance and shareholder value.

- **Annual Base Salary.** The Compensation Committee establishes a base salary structure for each executive officer position. This structure defines the salary levels and the relationship of base salary to total cash compensation. The Compensation Committee reviews the salary structure periodically. Consideration of Data I/O's executive management normal 2009 and 2010 annual base salary adjustments was deferred indefinitely for executive officers as part of Data I/O's short-term cost control efforts and will be readdressed mid-year in 2010. Effective March 1, 2009 Mr. Hume voluntarily reduced his base salary by \$50,000 per year. This reduction and salary adjustment deferral will be readdressed mid-year in 2010.
- **MICP.** The MICP offers each executive officer a performance-based opportunity to earn the variable component of annual cash compensation in an amount tied to a percentage of the executive officer's base salary. The Compensation Committee's philosophy in setting executive MICP percentages and the formulas for MICP payout is to pay above average total compensation for better than average historical or expected financial performance and below average compensation for lower than or average historical or expected financial performance. The percentages of base salary targeted for MICP payout ("the MICP Target") for specific executive officers for a given year are generally the same as the previous year, but can be changed by the Compensation Committee on an annual basis.

The 2008 and 2009 MICP Target percentages for our executive officers were as follows: Mr. Hume 50% of base salary; Mr. Hatlen 40% of base salary; and Mr. Bluechel 30% of base salary. If the maximum revenue growth and EBITDA percent for the applicable year's range matrix were achieved under the MICP measures, the Chief Executive Officer would earn a cash bonus of 100% of his base salary; Mr. Hatlen would earn 80% of his base salary; and Mr. Bluechel would earn 60% of his base salary.

For 2008, the Compensation Committee determined that revenue growth combined with profitability was critical for Data I/O and would affect near term and long-term shareholder value. Therefore, for 2008 the MICP payout was a function of two measures: Data I/O's revenue growth percentage; and Data I/O's EBITDA as a percentage of revenue. Given the uncertain economic conditions, the Compensation Committee determined that profitability was critical for 2009 and that the

measurement periods would be separated to pay out based on quarterly and annual results. Therefore, the 2009 MICP payout was a function of Data I/O's EBITDA as a percentage of revenue, with 15% of the incentive opportunity allocated to each quarter and 40% to annual results. For 2010, the Compensation Committee determined that it was critical to also emphasize revenue, as measured by revenue growth percentage, along with profitability, as measured by operating profit as a percentage of revenue, as the critical measures for the MICP payout. The Compensation Committee retains discretion to adjust the calculation of the two measures for changes outside normal business operations such as acquisitions or asset sales. The measurement periods will again be quarterly with 15% of the incentive opportunity allocated to each quarter and 40% to annual results. The MICP payout can range from 0% to 200% of each executive's MICP Target. The Compensation Committee believes that for 2010 these measures of key results for Data I/O will affect near-term and long-term shareholder value.

Data I/O Corporation 2008 MICP Variable Compensation Matrix

Range of Payouts (actual results interpolated)

| | | | | | | |
|-------------------|-----|------|------|------|------|------|
| Revenue | 14% | 100% | 125% | 150% | 175% | 200% |
| Growth | 11% | 75% | 100% | 125% | 150% | 175% |
| Percentage | 8% | 50% | 75% | 100% | 125% | 150% |
| | 5% | 25% | 50% | 75% | 100% | 125% |
| | ~ | 0% | 25% | 50% | 75% | 100% |
| | | 2% | 4% | 6% | 8% | 10% |

EBITDA as a Percentage of Revenue

Data I/O Corporation 2009 MICP Variable Compensation Matrix

Range of Payouts (actual results interpolated)

| | | | | | | |
|--|------|------|------|------|------|-------|
| EBITDA as a percentage of revenue | 0.0% | 2.0% | 4.5% | 7.0% | 9.5% | 12.0% |
| Variable Compensation | 0% | 25% | 50% | 100% | 150% | 200% |

A greater or lesser percentage of MICP Target is to be paid based on Data I/O's actual achievement of these measures with the payout aimed at being at approximately 100%. For 2008 the MICP payout was 116% of target. For 2009 the MICP payout was 49.5% of target.

- **Long-Term Equity Incentives.** The Compensation Committee approves grants under the Data I/O Corporation 2000 Plan ("the Plan"). This is Data I/O's only long-term incentive plan. The primary purpose of the Plan is to make a significant element of executive pay a reward for taking actions which maximize shareholder value over time. All new options or stock awards are granted under the 2000 Plan.

Award Criteria

The Compensation Committee grants options or restricted stock awards based primarily on its perception of the executive's ability to affect future shareholder value and secondarily on the competitive conditions in the market for highly-qualified executives who typically command compensation packages which include a significant equity incentive. All options and restricted stock awards granted to our executive officers in 2008 and 2009 were based on these criteria.

Exercise Price

Historically, all options and restricted stock awards granted by Data I/O have been granted with an exercise price equal to the fair market value (an average of the day's high and low selling price) of Data I/O's Common Stock on the date of grant and, accordingly, will only have value if Data I/O's stock price increases. Options granted to employees are non-qualified.

Vesting and Exercise

Options and restricted stock awards granted to employees vest at a rate of 6.25% per quarter and have a six year term. Options granted to Directors are also non-qualified options and vest quarterly over a three year period. All grants are subject

to acceleration of vesting in connection with certain events leading to a change in control of Data I/O or at any other time at the discretion of the Compensation Committee. All options granted to executive officers are issued in tandem with limited stock appreciation rights (“SARs”), which become exercisable only in the event of a change in control of Data I/O. See “Change in Control and other Termination Arrangements.”

Award Process

The timing of our typical grant/award is typically determined well in advance, with approval at a scheduled meeting of our Board of Directors or its Compensation Committee with the grant date to be effective on the date of our next Annual Meeting of Shareholders. The Annual Meeting of Shareholders does not coincide with any of our scheduled earning releases. We do not anticipate option grants at other dates, except for grants to new employees based on their first date of employment or in specific circumstances approved by the Compensation Committee. The grant date is established when the Compensation Committee approves the grant and all key terms have been determined. If at the time of any planned option grant/award date any member of our Board of Directors or Executive Officers is aware of material non-public information, the Company would not generally make the planned stock option/award grant. In such an event, as soon as practical after material information is made public, the Compensation Committee would authorize the delayed stock option grant.

- **Benefits.** Executive Officers of Data I/O are eligible for the same benefits as other Data I/O employees. Data I/O has no defined benefit pension programs. Data I/O has a 401(k) tax qualified retirement savings plan in which all U.S. based employees, including U.S. executive officers, are able to contribute the lesser of up to 100% of their annual salary or the limit prescribed by the IRS on a pre-tax basis. Data I/O will match up to 4% of pay contributed. Matching contributions in any year require employment on December 31 and vest after three years of service credit.
- **Perquisites and Other Personal Benefits.** We believe perquisites are not conditioned upon performance, create divisions among employees, undermine morale, and are inconsistent with our compensation philosophy and policy of equitable treatment of all employees based upon their contribution to our business. No executive officer received perquisites valued at \$10,000 or more in 2009.
- **Individual Executive Officers’ Performance.** The base salary of each executive officer is reviewed annually by the President and Chief Executive Officer. This is done on the basis of a review by the President and Chief Executive Officer, evaluating the executive’s prior year performance against their individual job responsibilities and attainment of corporate objectives and Data I/O’s financial performance. In developing executive compensation packages to recommend to the Compensation Committee, the President and Chief Executive Officer considers, in addition to each executive’s prior year performance, the executive’s long-term value to Data I/O, the executive’s pay relative to that for comparable surveyed jobs, the executive’s experience and ability relative to executives in similar positions, and the current year increases in executive compensation projected in industry surveys.

The Compensation Committee then reviews the President and Chief Executive Officer’s recommendations for executive officers’ total compensation and approves final decisions on pay for each executive officer based on the President and Chief Executive Officer’s summary of the executive officers performance and on the other criteria and survey data described above. In this process, the Compensation Committee consults with Data I/O’s President and Chief Executive Officer.

The base salary, total cash compensation, and long term equity incentive compensation for the President and CEO are reviewed annually by the full Board of Directors. This review includes a written evaluation of the CEO’s performance for the previous year. The Compensation Committee meets annually without the President and Chief Executive Officer to evaluate his performance and to develop a recommendation for his compensation for the coming year. In addition to reviewing Data I/O’s financial performance for the prior year, the Committee reviews compensation surveys for chief executive officers and the President and Chief Executive Officer’s individual performance, including development and execution of short- and long-term strategic objectives, Data I/O revenue growth and profitability, the achievement of which is expected to increase shareholder value.

The Compensation Committee determined the compensation package, including salary, bonus, stock option grants, and other benefits for Frederick R. Hume, President and Chief Executive Officer, based on the Committee’s perception of his qualifications for the position, his performance results, his ability to affect future shareholder value, compensation surveys, and the competitive conditions in the market.

Consideration of Risk in Compensation

The Compensation Committee believes that promoting the creation of long-term value discourages behavior that leads to excessive risk. The Compensation Committee believes that the following features of our compensation programs provide incentives for the

creation of long-term shareholder value and encourage high achievement by our executive officers without encouraging inappropriate or unnecessary risks:

- Our long-term incentives in the form of stock options or restricted stock are at the discretion of the Compensation Committee and not formulaic.
- Stock options become exercisable over a four year period and remain exercisable for up to six years from the date of grant, encouraging executives to look to long-term appreciation in equity values.
- We balance short- and long-term decision-making with the annual cash incentive program and stock options that vest over four years.
- Because of the extent of the CEO and CFO's direct stock ownership and in the money options, they could lose significant wealth if Data I/O were exposed to inappropriate or unnecessary risks which in turn affected our stock price.
- The financial metrics used in the cash incentive program are measures the Committee believes drive shareholder value. These measures are revenue growth and operating income as a percentage of revenue. Moreover, the Committee attempts to set ranges for these measures that encourage success without encouraging excessive risk taking to achieve short-term results.

In addition, the overall MICP incentive compensation cannot exceed two times the MICP Target amount, no matter how much financial performance exceeds the ranges established at the beginning of the year.

Accounting and Tax Considerations of our Compensation Program

Options granted to employees are non-qualified options because of the more favorable tax treatment for Data I/O. We are required to value granted stock options under the fair value method and expense those amounts in the income statement over the stock option's remaining vesting period.

We have structured our compensation program to comply with Internal Revenue Code Sections 162(m) and 409A. Under Section 162(m) of the Internal Revenue Code, a limitation was placed on tax deductions of any publicly-held corporation for individual compensation to the chief executive officer and the four other most highly compensated executive officers exceeding \$1,000,000 in any taxable year, unless the compensation is performance-based. The Compensation Committee is aware of this limitation and believes that no compensation to be paid by Data I/O in 2010 will exceed the \$1 million limitation, except possibly related to a change of control.

Change in Control and other Termination Arrangements

- **Change in Control Arrangements.** Data I/O has entered into agreements (the "Executive Agreements") with Messrs. Hume and Hatlen which entitle them to receive payments if they are terminated without cause or resign with good reason within specified periods before or after the occurrence of certain events deemed to involve a change in control of Data I/O. Effective December 31, 2008 the Executive Agreements were amended and restated and the term of the Executive Agreements was extended until December 31, 2011. The Executive Agreements ensure appropriate incentives are in place for Messrs. Hume and Hatlen to complete any change in control related transaction and transition and to comply with the provisions of Section 409A of the Internal Revenue Code. The Executive Agreements state that the resulting additional severance will be calculated under the Executive Agreements based on Data I/O's severance policy in place immediately preceding the date of a change in control (See "Other Termination Arrangements" below for current severance policy). The Executive Agreements provide for continuation and vesting in Data I/O's matching 401(k) contributions through the date of termination after a change in control and include a reimbursement allowance of \$20,000 for outplacement services. The Executive Agreements also have a transaction closing incentive of one half year's annual salary for Messrs. Hume and Hatlen.

In order to better ensure appropriate incentives were in place for Mr. Bluechel and certain other key individuals to complete a change in control related transaction and transition, the Board of Directors at its October 22, 2008 meeting also approved the following change in control arrangements for Mr. Bluechel and certain other key individuals:

- a change in control transition incentive of three month's salary at the end of one year following a change in control or involuntary termination, whichever occurs first;
- vesting of stock options on close of change in control transaction;
- up to \$10,000 in outplacement services on termination after a change in control;

- continuation of and vesting in Data I/O's matching 401(k) contribution through date of termination after change in control; and
- severance based on Data I/O's severance policy in place immediately preceding the date of a change in control .

Data I/O's option grants and stock awards have been granted pursuant to the 2000 Plan. The Change in Control provision applicable to the 2000 Plan is as follows:

2000 Plan

The 2000 Plan allows for the granting of options and other restricted stock awards. Subject to any different terms set forth in the award agreement, vesting of "qualifying" options and restricted stock awards may be affected by a Change in Control and as described out in the table below. A "Change in Control" is defined to include (i) a merger or consolidation of the Company in which more than 50% of the voting power of the Company's outstanding stock after the transaction is owned by persons who are not shareholders immediately prior to such transaction, and (ii) the sale or transfer of all or substantially all of the Company's assets. A "qualifying" award is defined as an option or award that has been held for at least 180 days as of the Change of Control.

| Event | Acceleration of Vesting |
|---|--|
| The outstanding options do not remain outstanding or are not assumed by the surviving entity or replaced with comparable options. | Subject to certain limitations, the vesting of "qualifying" options or awards are accelerated in full. The option will be exercisable in full prior to the effective date of the Change of Control. The Company's repurchase right with respect to all "qualifying" share awards shall lapse in full. |
| The outstanding options remain outstanding after a Change of Control or are assumed by the surviving entity or replaced with comparable options. | Subject to certain limitations, the vesting of outstanding "qualifying" options and restricted stock awards will be accelerated to the extent of 25% of the unvested portion thereof. The remaining 75% of the unvested portion will vest in accordance with the vesting schedule set forth in the applicable award agreement. |
| The outstanding options remain outstanding after a Change of Control or are assumed by the surviving entity or replaced with comparable options, but the holder of a "qualifying" award is terminated involuntarily within 180 days of the Change of Control. | All options and other awards held by such person will be accelerated in full. The options are exercisable in full for a period of 90 days commencing on the effective date of the involuntary termination, or if shorter, the remaining term of the option. |
| There are no "qualifying" options outstanding at the effective time of the Change of Control, but there are "qualifying" shares. | The vesting of all "qualifying" shares will be accelerated to the extent of 25% of the unvested portion thereof. The remaining 75% of the unvested portion will vest in accordance with the vesting schedule set forth in the applicable award agreement. |

In 1983, Data I/O adopted a SAR Plan which allows the Board of Directors to grant to each director, executive officer or holder of 10% or more of the stock of Data I/O a SAR with respect to certain options granted to these parties. A SAR has been granted in tandem with each option granted to an executive officer of Data I/O. SARs granted which have been held for at least six months are exercisable for a period of 20 days following the occurrence of either of the following events: (i) the close of business on the day that a tender or exchange offer by any person (with certain exceptions) is first published or sent or given if, upon consummation thereof, such person would be the beneficial owner of 30% or more of the shares of Common Stock then outstanding; or (ii) approval by the shareholders of Data I/O (or, if later, approval by the shareholders of a third party) of any merger, consolidation, reorganization or other transaction providing for the conversion or exchange of more than 50% of the outstanding shares of Data I/O's Common Stock into securities of a third party, or cash, or property, or a combination of any of the foregoing.

- **Other Termination Arrangements.** Data I/O has a severance policy for U.S. employees that provides for severance payouts for terminations without cause based upon years of service. The formula is 1 week of pay for each year of service up to 5 years; 1.25 weeks of pay for each year of service for those with 5 to 10 years of service; and 1.5 weeks of pay for each year of service for those with 10 or more years of service. Mr. Hume, Mr. Hatlen and Mr. Bluechel had at February 28, 2010 approximately 11 and 18 and 17 years of service, respectively. This severance policy is the minimum amount that would be paid out. Data I/O does not have a formal policy regarding executive severance but has generally provided an amount it believes is consistent with severance typically provided for executives in similar positions and with similar periods of service.

Change in Control and Other Termination Arrangements

| Name | Termination without cause and Change in Control not applicable | Termination without cause and Change in Control applicable | | Change in Control applicable without termination | |
|--------------------|---|---|--------------------|---|--------------------|
| | Compensation (3) | Compensation (2) | Option/SAR Vesting | Compensation (4) | Option/SAR Vesting |
| Frederick R. Hume | \$99,952 | \$675,407 | 75,624 | \$157,500 | 75,624 |
| Joel S. Hatlen | \$92,138 | \$418,895 | 37,186 | \$88,725 | 37,186 |
| Gordon B. Bluechel | \$66,901 | \$111,007 | 26,327 | \$34,106 | 26,327 |

- (1) Maximum vesting on Change in Control.
- (2) Represents the Data I/O standard employee severance, additional Executive/Employment Agreement severance, change in control transition/closing incentive and outplacement expense reimbursement, as applicable as of February 28, 2010 with the calculations for Mr. Hume based on his base pay without the current \$50,000 voluntary reduction.
- (3) Minimum amount per Data I/O standard employee severance plan; no formal Executive Severance Plan is in place as of February 28, 2010.
- (4) Represents change in control transition/closing incentive as of February 28, 2010.

SUMMARY COMPENSATION TABLE

The following table shows compensation paid by Data I/O for services rendered during 2008 and 2009 to each of our named executive officers.

| Name ¹ | Year | Salary ² | Bonus ³ | Stock Awards | Option Awards ^{4,5} | Non-Equity Incentive Plan Compensation ⁶ | Non-Qualified Deferred Compensation Earnings ⁷ | All Other Compensation ⁸ | Total |
|---|------|---------------------|--------------------|--------------|------------------------------|---|---|-------------------------------------|-----------|
| (a) | (b) | (c) | (d) | (e) | (f) | (g) | (h) | (i) | (j) |
| Frederick R. Hume Chief Executive Office / President | 2009 | \$273,333 | \$0 | \$0 | \$ 74,200 | \$67,614 | \$0 | \$11,707 | \$426,855 |
| | 2008 | \$312,500 | \$0 | \$0 | \$115,204 | \$181,250 | \$0 | \$11,006 | \$619,960 |
| Joel S. Hatlen Chief Financial Officer / Vice President / Secretary Treasurer | 2009 | \$177,450 | \$0 | \$0 | \$ 37,100 | \$35,617 | \$0 | \$ 9,800 | \$259,467 |
| | 2008 | \$176,042 | \$5,000 | \$0 | \$ 57,602 | \$81,683 | \$0 | \$ 7,242 | \$327,569 |
| Gordon B. Bluechel Vice President (9) Operations & Administration | 2009 | \$136,425 | \$0 | \$0 | \$ 27,825 | \$20,248 | \$0 | \$ 7,755 | \$192,254 |
| | 2008 | \$134,938 | \$0 | \$0 | \$ 43,202 | \$46,958 | \$0 | \$ 5,950 | \$231,048 |

- (1) Data I/O currently has three named executive officers.
- (2) Consideration of pay increases for 2007 was deferred to March 2008 and 2009 pay adjustments were canceled and consideration of 2010 pay adjustments have been delayed are not planned to be addressed until mid-year 2010. Mr. Hume voluntarily reduced his base pay by \$50,000 per year starting March 2009.
- (3) Plan Based Bonuses for prior years previously reported in this column, but now reported in column (g). Amount represents an incentive bonus given to close the patent sale transaction.
- (4) Amount represents fair value of stock options granted during the year.
- (5) All options granted to executive officers are granted in tandem with an equal number of SARs. SARs are only exercisable upon the occurrence of certain events leading to a change in the control of Data I/O. See "Change in Control and Other Termination Arrangements."
- (6) Amounts earned under the MICP variable compensation arrangement in place for the year.
- (7) Not applicable for Data I/O.
- (8) These amounts represent for Mr. Hume, Mr. Hatlen and Mr. Bluechel Data I/O's contributions to Data I/O's 401(k) Plan, and the value of group term life insurance in excess of premiums paid by the executive officer.
- (9) Mr. Bluechel became an executive officer on November 17, 2008.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

| Name | Option Awards | | | | | Stock Awards | | | |
|--------------------|---|---|---|----------------------------|------------------------|--|--|---|--|
| | Number of Securities Underlying Unexercised Options Exercisable (#) | Number of Securities Underlying Unexercised Options (#) | Equity Incentive Plan Awards: Number of Unexercised Options (#) | Option Exercise Price (\$) | Option Expiration Date | Number of Shares or Units of Stock Held That Have Not Vested (#) | Market Value of Shares or Units of Stock That Have Not Vested (\$) | Equity Incentive Plan Awards: Number of Unearned Shares, Units or Rights That Have Not Vested (#) | Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Rights That Have Not Vested (\$) |
| (a) | (b) | (c) | (d) | (e) | (f) | (g) | (h) | (i) | (j) |
| Frederick R. Hume | 50,000 | 0 | | \$ 2.93 | 6/17/2010 | | \$0 | 0 | \$0 |
| | 50,000 | 0 | | 2.49 | 2/21/2011 | | | | |
| | 21,875 | 3,125 | | 3.88 | 5/24/2012 | | | | |
| | 21,875 | 13,125 | | 3.69 | 5/17/2013 | | | | |
| | 15,000 | 25,000 | | 5.98 | 5/19/2014 | | | | |
| | 6,250 | 43,500 | | 3.07 | 5/14/2015 | | | | |
| Joel S. Hatlen | 17,500 | 0 | | 2.93 | 6/17/2010 | | \$0 | 0 | \$0 |
| | 20,000 | 0 | | 2.49 | 6/21/2011 | | | | |
| | 13,125 | 1,875 | | 3.88 | 5/24/2012 | | | | |
| | 9,375 | 5,625 | | 3.69 | 5/17/2013 | | | | |
| | 7,500 | 12,500 | | 5.98 | 5/19/2014 | | | | |
| | 3,125 | 21,875 | | 3.07 | 5/14/2015 | | | | |
| Gordon B. Bluechel | 2,000 | 0 | | \$ 2.93 | 6/17/2010 | | \$0 | 0 | \$0 |
| | 4,500 | 0 | | 2.49 | 6/21/2011 | | | | |
| | 4,375 | 625 | | 3.88 | 5/24/2012 | | | | |
| | 4,688 | 2,812 | | 3.69 | 5/17/2013 | | | | |
| | 5,625 | 9,375 | | 5.98 | 5/19/2014 | | | | |
| | 2,344 | 16,406 | | 3.07 | 5/14/2015 | | | | |

EQUITY COMPENSATION PLAN INFORMATION

The following table gives information about Data I/O's Common Stock that may be issued upon the exercise of options and rights under all of Data I/O's existing equity compensation plans as of December 31, 2009.

| | (a) Number of securities to be issued upon the exercise of outstanding options, warrants and rights | (b) Weighted- average exercise price of outstanding options, warrants and rights | (c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) |
|--|---|--|--|
| Equity compensation plans approved by the security holders (1) (2) | 739,777 | \$3.63 | 724,627 |
| Equity compensation plans not approved by the security holders | - | - | - |
| Total | <u>739,777</u> | <u>\$3.63</u> | <u>724,627</u> |

(1) Represents shares of Data I/O's Common Stock issuable pursuant to our 2000 Plan, 1986 Plan, 1992 Employee Stock Purchase Plan, and Director Fee Plan.

(2) Stock Appreciation Rights ("SAR") Plan provides that directors, executive officers or holders of 10% or more of Data I/O's Common Stock have a SAR with respect to each exercisable option. While the plan has been approved by the security holders, no amounts are included in columns (a), (b) or (c) relating to the SAR.

PROPOSAL 2: RATIFICATION OF THE CONTINUED APPOINTMENT OF AUDITORS

The Board of Directors requests that the shareholders ratify the continued appointment of Grant Thornton LLP to serve as Data I/O's independent auditors for calendar year 2010. Grant Thornton LLP examined the consolidated financial statements of Data I/O for the year ended December 31, 2009. Representatives of Grant Thornton LLP are expected to be present at the Annual Meeting to make a statement if they desire to do so and to respond to questions by shareholders.

OTHER BUSINESS

As of the date of this Proxy Statement, Data I/O is not aware of any other business to be acted upon at the Annual Meeting. If any other business calling for a vote of the shareholders is properly presented at the meeting, the holders of the proxies will vote or refrain from voting in accordance with their best judgment.

SHAREHOLDER NOMINATIONS AND PROPOSALS FOR THE 2011 ANNUAL MEETING OF SHAREHOLDERS

Data I/O's Bylaws provide that advance notice of nominations for the election of directors at a meeting of shareholders must be delivered to or mailed and received by Data I/O on or before February 10, 2011 in the case of an annual meeting of shareholders, and in the case of a special meeting of shareholders to elect directors, the close of business on the 10th day following the date on which notice of such meeting is first given to shareholders. The Bylaws also provide that advance notice of proposals or director nominees to be brought before an Annual Meeting by a shareholder must be submitted in writing and delivered to or mailed and received by Data I/O not later than 90 days prior to the date one year from the date immediately preceding the Annual Meeting of Shareholders.

Each notice of a nomination or proposal of business must contain, among other things: (i) the name and address of the shareholder who intends to make the nomination or proposal; (ii) a representation that the shareholder is a holder of record of stock of Data I/O entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice or to vote at the meeting for the proposal; (iii) a description of all arrangements or understandings between the shareholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the shareholder and any material interest of such shareholder in any proposal to be submitted to the meeting; (iv) such other information regarding each nominee or proposal as would be required to be included in a proxy statement filed pursuant to the proxy rules of the SEC; and (v) with respect to the nominations, the consent of each nominee to serve as a director of Data I/O if elected.

A copy of the full text of the provisions of Data I/O's Bylaws dealing with shareholder nominations and proposals is available to shareholders from the Secretary of Data I/O upon written request. The Bylaws may also be accessed online, as a Form 10K exhibit as referenced in our Annual Report on Form 10K. SEC rules establish a deadline for submission of shareholder proposals that are not intended to be included in Data I/O's proxy statement with respect to discretionary voting (the "Discretionary Vote Deadline"). The Discretionary Vote Deadline for the 2011 Annual Meeting is February 10, 2011. If a shareholder gives notice of such a proposal after the Discretionary Vote Deadline, Data I/O's proxy holders will be allowed to use their discretionary voting authority to vote against the shareholder proposal when and if the proposal is raised at the 2010 Annual Meeting.

Eligible shareholders who intend to have a proposal considered for inclusion in Data I/O's proxy materials for presentation at the 2011 Annual Meeting must submit the proposal to Data I/O no later than December 16, 2010. Shareholders who intend to present a proposal at the 2011 Annual Meeting without inclusion of such proposal in Data I/O's proxy materials are required to provide notice of such proposal to Data I/O no later than February 10, 2011.

To qualify as an "eligible" shareholder, a shareholder must have been a record or beneficial owner of at least one percent (1%) of Data I/O's outstanding Common Stock, or shares of Common Stock having a market value of at least \$2,000, for a period of at least one (1) year prior to submitting the proposal, and the shareholder must continue to hold the shares through the date on which the meeting is held.

Data I/O reserves the right to reject, rule out of order, or take appropriate action with respect to any proposal that does not comply with these and other applicable requirements, but only after Data I/O has notified the shareholder(s) who have submitted the proposal of the problem and such shareholder(s) have failed to correct it. This obligation to notify the appropriate shareholder(s) does not apply to the failure to submit such proposal prior to the deadlines discussed above.

SOLICITATION OF PROXIES

The proxy accompanying this Proxy Statement is solicited by the Board of Directors. Proxies may be solicited by officers, directors and regular supervisory and executive employees of Data I/O, none of whom will receive any additional compensation for their services. In addition, Data I/O may engage an outside proxy solicitation firm to render proxy solicitation services and, if so, will pay a fee for such services. Solicitations of proxies may be made personally, or by mail, telephone, telegraph or messenger. Data I/O will pay persons holding shares of Common Stock in their names or in the names of nominees, but not owning such shares beneficially, such as brokerage houses, banks and other fiduciaries, for the expense of forwarding soliciting materials to their principals. All costs of solicitation of proxies will be paid by Data I/O.

Copies of our annual report on Form 10-K for the year ended December 31, 2009 are being mailed with this Proxy Statement to each shareholder of record. If you did not receive a copy of our annual report Form 10-K, you may obtain a copy (without exhibits) without charge by writing or calling c/o Secretary, 6464 185th Avenue NE, Suite 101, Redmond, WA 98052 (425) 881-6444. Copies of the exhibits to our annual report Form 10-K are available for a nominal fee or may be viewed at <http://www.dataio.com/corporate/filings.asp> or www.sec.gov in the EDGAR filing of our report.

By Order of the Board of Directors

/s/ Frederick R. Hume
Frederick R. Hume
President and Chief Executive Officer

Redmond, Washington
March 26, 2010

Board of Directors

Paul A. Gary (1998)*
Retired Vice President
Netcom IC Unit
ATT Microelectronics
(Semiconductors)

Frederick R. Hume (1999)*
President/CEO

Steven M. Quist (2001)*
Principal
Blackmore Peak Partners
(Consulting Firm)

William R. Walker (2003)*
Retired Chief Financial Officer,
Vice President, Secretary
Hi/fn, Inc.
(Semiconductors)

*The calendar year in () indicates when
the individuals became directors of
Data I/O.*

**Standing for re-election*

Corporate Officers

Frederick R. Hume
President/CEO

Joel S. Hatlen
Vice President
Chief Financial Officer
Secretary/Treasurer

Gordon Bluechel
Vice President
Operations & Administration

Corporate Offices:

Data I/O Corporation
6464 185th Ave NE
Suite 101
Redmond, WA 98052

Sales and Service Offices:

China
Data I/O China Limited
Unit 2401A, 24/F #201
Park-in Commercial Centre,
56 Dundas Street, Mongkok
Kowloon, Hong Kong

Data I/O Electronics (Shanghai)
Co. Ltd
Suite A, 25F Majesty Building
Shanghai, China PRC 200120

Germany
Data I/O GmbH
Lochhamer Schlag 5
82166 Graefelfing

Legal Counsel:

Dorsey & Whitney LLP
US Bank Centre
1420 5th Avenue, Suite 3400
Seattle, WA 98101

Auditors:

Grant Thornton LLP
520 Pike Street
Seattle, WA 98101-2310

Investor Relations:

Shareholders of Data I/O Corporation who would like information about the Company are invited to contact Joel Hatlen, Vice President and Chief Financial Officer, 6464 185th Ave NE, Suite 101, Redmond, WA 98052 by letter, by phone (425) 881-6444 or by email at investorrelations@dataio.com.

Form 10-K:

To obtain a copy of the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission, go to our website at <http://www.dataio.com/corporate/filings.asp> or contact Joel Hatlen, Vice President and Chief Financial Officer, 6464 185th Ave NE, Suite 101, Redmond, WA 98052.

Shareholders Meeting:

The 2010 Annual Meeting of Shareholders will be held on Tuesday, May 11, 2010 at 2:00 p.m. Pacific Standard Time at the Company's headquarters, 6464 185th Ave NE, Suite 101., Redmond, Washington. 98052

Shareholder Information:

Shareholders needing information relating to their shareholdings in Data I/O should contact the Company's Transfer Agent and Registrar at the mailing address, telephone number or Web address below.

Transfer Agent and Registrar:

BNY Mellon Shareowner Services
528 Pike Street, #1220
Seattle, WA 98104
(888) 540-9882
www.bnymellon.com

Exchange List:

Stock Symbol: DAIO
NASDAQ



Data I/O Corporation
6464 185th Ave NE
Suite 101
Redmond, WA 98052

Delivering the World's Best Ideas in Silicon

With over 35 years of expertise in delivering intellectual property to programmable devices, Data I/O® Corporation (NASDAQ:DAIO) offers complete, integrated manufacturing solution in wireless, automotive, programming center, semiconductor, and industrial control market segments for OEM, ODM, EMS and semiconductor companies. Data I/O provides hardware and software solutions for turn-key programming and device testing services, as well as in-system (on-board), in-line (right before use at the SMT line), or in-socket (off-line) programming with special manufacturing options such as serialization, traceability, version control, statistical data logging, co-planarity test, and bad block management. These solutions are scalable for small, medium and large volume applications with different device mixes. For further information on Data I/O, please visit www.dataio.com or call 800-426-1045.