

CIENA CORP

Form 4

September 30, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH GARY B

(Last) (First) (Middle)

**C/O CIENA CORPORATION, 7035
RIDGE RD.**

(Street)

HANOVER, MD 21076-1426

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CIENA CORP [CIEN]

3. Date of Earliest Transaction
(Month/Day/Year)
09/28/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

PRESIDENT, CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/28/2015		M	4,800	A \$ 16.52 550,283 ⁽¹⁾	D	
Common Stock	09/28/2015		S	4,800 ⁽²⁾	D \$ 20.4204 545,483 ⁽¹⁾ ⁽³⁾	D	
Common Stock	09/29/2015		M	4,800	A \$ 16.52 550,283 ⁽¹⁾	D	
Common Stock	09/29/2015		S	4,800 ⁽²⁾	D \$ 20.323 545,483 ⁽¹⁾ ⁽⁴⁾	D	

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 16.52	09/28/2015		M		4,800		<u>(5)</u>	11/02/2015	Common Stock	4,800
Non-Qualified Stock Option (right to buy)	\$ 16.52	09/29/2015		M		4,800		<u>(5)</u>	11/02/2015	Common Stock	4,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH GARY B C/O CIENA CORPORATION 7035 RIDGE RD. HANOVER, MD 21076-1426	X		PRESIDENT, CEO	

Signatures

By: Erik Lichter For: Gary B. Smith 09/30/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares reported include unvested Restricted Stock Units (RSUs) and Performance Stock Units (PSUs).

(2) Sales were effected pursuant to Rule 10b5-1 trading plan dated 4/1/2015.

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- (3) Reflects the weighted average sales price with transactions in a range of sales prices from \$20.24 to \$20.83. Upon request by the SEC, full information regarding the number of shares sold at each separate sales price will be provided.
- (4) Reflects the weighted average sales price with transactions in a range of sales prices from \$20.28 to \$20.41. Upon request by the SEC, full information regarding the number of shares sold at each separate sales price will be provided.
- (5) Option is fully vested.

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

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