

CUBIC CORP /DE/
Form 4
May 23, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Zable Non QTIP Marital Trust

2. Issuer Name and Ticker or Trading Symbol
CUBIC CORP /DE/ [CUB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
9333 BALBOA AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2012

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

SAN DIEGO, CA 92123

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

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

(City) (State) (Zip)

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)	(A) or (D)	5. Amount or Price	6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/14/2012		W ⁽¹⁾	650,000	D	\$ 0	4,487,047	I Zable QTIP Marital Trust ⁽²⁾
Common Stock	12/14/2012		W ⁽¹⁾	275,000	D	\$ 0	0	I Zable Special Trust ⁽³⁾
Common Stock	12/14/2012		J ⁽⁵⁾	130,477	D	\$ 0	0	I Zable Trust Dtd 9/18/78 ⁽⁴⁾
Common Stock	12/14/2012		J ⁽⁵⁾	130,477	A	\$ 0	3,348,084	I Survivors Trust ⁽⁶⁾

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Common Stock	05/21/2013	S	1,242,520	D	\$ 45.75	3,244,527	I	Zable QTIP Marital Trust ⁽²⁾
Common Stock	05/21/2013	S	1,057,207	D	\$ 45.75	2,290,877	I	Survivors Trust ⁽⁶⁾
Common Stock	05/21/2013	S	15,273	D	\$ 45.75	34,884	I	Zable Reverse QTIP Marital ⁽⁷⁾
Common Stock	05/21/2013	J	0	D	\$ 0	16,108	I	Zable Non-QTIP Marital ⁽⁸⁾

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

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(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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zable Non QTIP Marital Trust 9333 BALBOA AVENUE SAN DIEGO, CA 92123		X		
Zable QTIP Marital Trust 9333 BALBOA AVENUE		X		

SAN DIEGO, CA 92123

Zable Reverse QTIP Marital Trust
 9333 BALBOA AVENUE X
 SAN DIEGO, CA 92123

Zable Special Trusts
 9333 BALBOA AVENUE X
 SAN DIEGO, CA 92123

Zable Survivor's Trusts
 9333 BALBOA AVENUE X
 SAN DIEGO, CA 92123

Zable Trust Dated 1978
 9333 BALBOA AVENUE X
 SAN DIEGO, CA 92123

Signatures

James R. Edwards,
 Attorney-in-fact 05/23/2013
 __Signature of Reporting Person Date

James R. Edwards,
 Attorney-in-fact 05/23/2013
 __Signature of Reporting Person Date

James R. Edwards,
 Attorney-in-fact 05/23/2013
 __Signature of Reporting Person Date

James R. Edwards,
 Attorney-in-fact 05/23/2013
 __Signature of Reporting Person Date

James R. Edwards,
 Attorney-in-fact 05/23/2013
 __Signature of Reporting Person Date

Jimmie L Balentine 05/23/2013
 __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) Distributed under the laws of descent and distribution.
- (2) These securities are owned solely by Zable QTIP Marital Trust dated 9/18/1978.
- (3) These securities are owned solely by the Walter J. Zable Special Trust Dated May 6, 2003.
- (4) These securities are owned solely by the Zable Trust Dated September 18, 1978.
- (5) Shares held by the Zable Trust Dated 9/18/78 transferred into the the Survivors' Trust Created Under the Zable Trust Dated 9/18/78.
- (6) These securities are owned solely by the Survivors Trust Created Under the Zable Trust Dated 9/18/78.
- (7) These securities are owned solely by the Zable Reverse QTIP Marital Trust Dated 9/18/78.

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(8) These securities are owned solely by the Zable Non-QTIP Marital Trust Dated 9/18/78.

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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