

CUBIC CORP /DE/
Form 4
October 03, 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 WALTER C

(Last) (First) (Middle)

9333 BALBOA AVENUE

(Street)

SAN DIEGO, CA 92123

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2013

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)

Exec. Chairman of the Board

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 | 10/01/2013 | | M | (A) Amount 1,714 (1) | \$ 53.78 | 1,714 | D |
| Common Stock | 10/01/2013 | | A | (A) Amount 3 (2) | \$ 53.78 | 1,717 | D |
| Common Stock | 10/01/2013 | | F | (A) Amount 647 | \$ 53.78 | 1,070 | D |
| Common Stock | | | | | | 229,297 | I |
| | | | | | | | Zable Survivors Trust ⁽⁴⁾ |
| Common Stock | | | | | | 187,370 | I |
| | | | | | | | Zable QTIP Marital |

| | | | |
|--------------|-----------|---|---|
| Common Stock | 32,593 | I | Trust ⁽⁴⁾ Zable Reverse QTIP Marital Trust ⁽⁴⁾ |
| Common Stock | 16,108 | I | Zable Non QTIP Marital Trust ⁽⁴⁾ |
| Common Stock | 232,746 | I | Trusts for Reporting Persons' Children ⁽⁵⁾ |
| Common STock | 2,306,761 | I | The Walter C. Zable Trust U/A/D 2/7/06 ⁽⁶⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Pr Deriv Secur (Instr. | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | <u>(1)</u> | 10/01/2013 | | M | 1,714 | <u>(3)</u> | <u>(3)</u> | Common Stock | 1,714 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ZABLE WALTER C 9333 BALBOA AVENUE SAN DIEGO, CA 92123 | X | X | Exec. Chairman of the Board | |

Signatures

Angela L. Hartley, Attorney-in-fact for Walter C.
Zable

10/03/2013

__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) Reflects the issuance of shares of CUB common stock upon vesting of the first installment of restricted stock units ("RSUs") granted on March 21, 2013. Each RSU granted at that time represented a contingent right to receive one share of CUB common stock.
Represents shares issued in respect of dividends that accrued on the shares issuable upon vesting of the RSUs on October 1, 2013, as reported in line 1 of this Form 4. The number of shares of CUB common stock issuable to the Reporting Person was determined on
 - (2) October 1, 2013, based on the aggregate cash dividends declared on CUBs common stock while such RSUs were outstanding, divided by \$53.78, representing the closing price per share of CUB common stock on October 1, 2013. Fractional shares that would have been issued based on such calculation have been rounded down.
 - (3) This is the first of two (2) vesting installment of RSUs granted to the Reporting on March 21, 2013. The remaining 1,714 shares from such grant shall vest on October 1, 2014, subject to the Reporting Person's continuous service through each application vesting date.
 - (4) The reported securities are owned by the named trusts of which the Reporting Person is co-trustee of both trusts. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
 - (5) The reported securities are held in 3 trusts for the Reporting Person's children, for which the Reporting Person is Trustee.
 - (6) The Walter C. Zable Trust U/A/D 2/7/06, for which the Reporting Person is Trustee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.