

CUBIC CORP /DE/  
Form 3  
October 05, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Cole Matthew James		(Month/Day/Year)	CUBIC CORP /DE/ [CUB]	
(Last)	(First)	(Middle)	10/01/2015	
9333 BALBOA AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SAN DIEGO,Â CAÂ 92123			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Senior Vice President	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	473	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

				Shares		(I) (Instr. 5)	
Restricted Stock Units	Â (2)	Â (2)	Common Stock	1,017	\$ (1)	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	757	\$ (1)	D	Â
Restricted Stock Units	Â (5)	Â (4)	Common Stock	1,040	\$ (1)	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	1,010	\$ (1)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cole Matthew James 9333 BALBOA AVENUE SAN DIEGO, CA 92123	Â	Â	Â Senior Vice President	Â

## Signatures

Angela L. Hartley, attorney-in-fact for Matthew J. Cole

10/05/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Each restricted stock unit ("RSU") represents a contingent right to receive on share of CUB stock.
- (2) RSUs granted to the Reporting Person on March 21, 2013. The remaining 1,017 shares from such grant shall vest in 2 equal installments on October 1, 2015 and 2016, subject to the Reporting Person's continuous service through each application vesting date.  
RSUs granted to the Reporting Person on December 12, 2013. The remaining 757 shares from such grant shall vest in 3 equal installments on October 1, 2015, 2016 and 2017, subject to the Reporting Person's continuous service through each application vesting date.
- (3) RSUs granted to the Reporting Person on November 6, 2014. The remaining 1,040 shares from such grant shall vest in 4 equal installments on October 1, 2015, 2016, 2017 and 2018, subject to the Reporting Person's continuous service through each application vesting date.
- (4) The RSUs vest on the date the Board of Directors of CUB certifies CUB's sale growth, EBITDA growth, and return on equity for the three-year performance period ending on September 30, 2016, subject to the reporting person's continued service with CUB through such vesting date, except as otherwise provided in the applicable RSU agreement. The RSUs vest based 40% on sales growth, 30% on EBITDA growth, and 30% on the return on equity achieved by CUB during such performance period. Dividend equivalent rights accrue with respect to the RSUs when and as dividends are paid on CUB common stock and vest proportionately with the RSUs to which they relate. Vested shares and accrued dividends will be delivered to the reporting person following the vesting date.
- (5)

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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