### Edgar Filing: Balentine Jimmie L - Form 4

Form 4	imie L								
March 25, 20	13								
FORM	4 UNITED	статес	SECU	DITIFS		CHANCE		ΝT	PPROVAL
UNITED STATES SECURITIES AND EX Washington, D.C. 20								Nome Number:	3235-0287
Check this if no longe	<b>a</b> t'	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							
subject to Section 16 Form 4 or Form 5	51ATEN 5.								
obligation may contin <i>See</i> Instruct 1(b).	s Section 17(	a) of the l	Public U	Jtility Hol	ding Con		nge Act of 1934, of 1935 or Secti 1940		
(Print or Type R	esponses)								
1. Name and Ac Balentine Jin	2. Issuer Name <b>and</b> Ticker or Trading Symbol CUBIC CORP /DE/ [CUB]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (1	Middle)	3. Date of Earliest Transaction					cek an applicabl	()
9333 BALBOA AVENUE			(Month/Day/Year) 03/21/2013			Director 10% Owner X_ Officer (give title Other (specify below) below) President, MSS			
	4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>					
SAN DIEGC	), CA 92125						Person		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemo Execution any (Month/Day/Year)		Date, if TransactionAcquired (A) or Code Disposed of (D) y/Year) (Instr. 8) (Instr. 3, 4 and 5)		(A) or of (D) 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	<ul><li>(A)</li><li>or</li><li>(D) Price</li></ul>	Transaction(s) (Instr. 3 and 4)		
Reminder: Repo	ort on a separate line	for each cl	ass of sec	urities bene	-	-	-		
					inforn requir	nation con red to resp ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired ( or Dispose (D) (Instr. 3, 4, and 5)	d of			(
				Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	03/21/2013		А	25,709	(2)	(2)	Common Stock	25,709
Restricted Stock Unit	<u>(1)</u>	03/21/2013		А	8,570	(3)	(3)	Common Stock	8,570

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
Balentine Jimmie L 9333 BALBOA AVENUE SAN DIEGO, CA 92123			President, MSS				
Signatures							
/s/ Angela L. Hartley, Attorney-in-fact		03/25/201	3				
**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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of CUB common stock.

(2) The RSUs vest in four equal installments on each of October 1, 2013, 2014, 2015 and 2016, subject to the reporting person's continued service with CUB through such date. 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 will be delivered to the reporting person

following each vesting date.

The RSUs vest on the date the Compensation Committee of the Board of Directors of CUB certifies CUB's sales growth and return on equity for the three-year performance period ending on September 30, 2015, 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 50% on the sales growth

(3) Infolgin such vesting date, except as otherwise provided in the appreciate RSO agreement. The RSOs vest based 30% on the safes growth and 50% 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 will be delivered to the reporting person following the vesting date.

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.

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