

CUBIC CORP /DE/  
Form 4  
October 03, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
FELDMANN BRADLEY H

(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  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
President/COO

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 10/01/2013                           |  | M                              |   | 7,712 (1) \$ 53.78  | D  |                                   |
| Common Stock                    | 10/01/2013                           |  | A                              |   | 17 (2) \$ 53.78   | D  |                                   |
| Common Stock                    | 10/01/2013                           |  | F                              |   | 2,906 (3) \$ 53.78  | D  |                                   |

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**

SEC 1474 (9-02)

number.

**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. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                              | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)                                | (D)                        |
| Restricted Stock Units                     | (1)  | 10/01/2013                           |  | M                              | 7,712   | (4)  | (4)   | Common Stock                       | 7,712                      |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |               |       |
|---|---------------|-----------|---------------|-------|
|   | Director      | 10% Owner | Officer       | Other |
| FELDMANN BRADLEY H<br>9333 BALBOA AVENUE<br>SAN DIEGO, CA 92123 |               |           | President/COO |       |

## Signatures

Angela L. Hartley, Attorney-in-fact for Bradley H. Feldmann 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 CUB's 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) Shares withheld by CUB to satisfy the minimum statutory tax withholding obligations that arose upon the vesting of RSUs and issuance of shares of CUB common stock in respect of dividends accrued on the shares underlying such RSUs on October 1, 2013, as reported in lines 1 and 2 of this Form 4.
- (4)

## Edgar Filing: CUBIC CORP /DE/ - Form 4

This is the first of four (4) vesting installment of RSUs granted to the Reporting on March 21, 2013. The remaining 23,139 shares from such grant shall vest in three equal installments on October 1, 2014, 2015 and 2016, each case subject to the Reporting Person's continuous service through each application 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.