Edgar Filing: CUBIC CORP /DE/ - Form 4

CUBIC COF Form 4	RP /DE/								
FORN	Л								PPROVAL
	UNITED	STATES		RITIES A shington			COMMISSIO	N OMB Number:	3235-0287
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont See Instru 1(b).	ger 5 16. 5 7 Filed pur ns 5 Section 17(rsuant to So (a) of the P	CHAN ection 1 ublic U	NGES IN SECUI (16(a) of the ftility Hol	BENEF RITIES ne Securi ding Con	TCIAL O	WNERSHIP OF nge Act of 1934, of 1935 or Secti 940	Expires: Estimated burden hou response	urs per
(Print or Type I	Responses)								
1. Name and Address of Reporting Person <u>*</u> SULLIVAN ROBERT S			2. Issuer Name and Ticker or Trading Symbol CUBIC CORP /DE/ [CUB]			5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 9333 BALBOA AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 12/12/2013			(Check all applicable) <u>X</u> Director <u>Officer (give title</u> <u>10% Owner</u> <u>Director</u> Other (specify <u>below</u>)			
(Street) SAN DIEGO, CA 92123			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution I any (Month/Day	d Date, if	3. Transactio Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3,	ties (A) or of (D)	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
Reminder: Rep	oort on a separate line	e for each cla	ss of sect	urities bene	Perso inforr requi	ons who res nation con red to resp ays a curre	or indirectly. spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not orm	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	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Inst

	Derivative Security			 (A) or Disposed of (D) (Instr. 3, 4, and 5) 						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	12/12/2013	А		1,515		(2)	(2)	Common Stock	1,515

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SULLIVAN ROBERT S 9333 BALBOA AVENUE SAN DIEGO, CA 92123	Х						
Signatures							
Angela L. Hartley, Attorney-in-fact		12/16/2013					
<u>**Signature of Reporting Person</u>		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 represents a contingent right to receive one share of CUB common stock.

The RSUs vest in two equal installments on each of October 1, 2014 and 2015, subject to the reporting person's continued service as a director with CUB through such date. Dividend equivalent rights accrue with respect to the RSUs when and as dividends are paid on CUB

(2) director with COB through such date. Dividend equivalent rights accrue with respect to the RSOs when and as dividends are paid on COB 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 each 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.