

CUBIC CORP /DE/  
Form 4  
October 03, 2014

**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) |         |   |                              |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |         |   |                              |
| Common Stock                    | 10/01/2013                           |  | M                              |   | 2,472<br>(1)  | A  | \$ 11   | 2,472   | D |                              |
| Common Stock                    | 10/01/2014                           |  | F                              |   | 930 (7)   | D  | \$ 46.77  | 1,542   | D |                              |
| Common Stock                    |                                      |  |                                |   |   |  |   | 229,297 | I | Zable Survivors Trust (2)    |
| Common Stock                    |                                      |  |                                |   |   |  |   | 187,370 | I | Zable QTIP Marital Trust (2) |
|                                 |                                      |  |                                |   |   |  |   | 32,593  | I |                              |

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|              |  |  |  |  |           |   |   |
|--------------|--|--|--|--|-----------|---|---|
| Common Stock |  |  |  |  |           |   | Reverse QTIP Marital Trust <u>(2)</u>             |
| Common Stock |  |  |  |  | 16,108    | I | Zable Non QTIP Marital Trust <u>(2)</u>           |
| Common Stock |  |  |  |  | 164,229   | I | Trusts for Reporting Persons' Children <u>(3)</u> |
| Common Stock |  |  |  |  | 2,376,348 | I | The Walter C. Zable Trust U/A/D 2/7/06 <u>(4)</u> |

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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(9-02)

**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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                              | Amount or Number of Shares |
| Restricted Stock Units                     | <u>(1)</u>   | 10/01/2014                           |  | M                              | 758   | <u>(5)</u>   | <u>(5)</u>  | Common Stock                       | 2,472                      |
| Restricted Stock Units`                    | <u>(1)</u>   | 10/01/2014                           |  | M                              | 1,714   | <u>(6)</u>   | <u>(6)</u>  | Common Stock                       | 1,714                      |

## Reporting Owners

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

## Signatures

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

10/02/2014

\_\_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 restricted stock units ("RSU"s) . Each RSU granted at that time represented a contingent right to receive one share of CUB common stock.
- (2) The reported securities are owned by the named trusts of which the Reporting Person is co-trustee. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (3) The reported securities are held in 3 trusts for the Reporting Person's children, for which the Reporting Person is Trustee.
- (4) The Walter C. Zable Trust U/A/D 2/7/06, for which the Reporting Person is Trustee.
- (5) This is the first of 2 vesting installments of RSUs granted to the Reporting Person on December 12, 2013. The remaining 757 shares shall vest on October 1, 2015, subject to the Reporting Person's continuous service through each application vesting date.
- (6) Fully releasable.
- (7) Shares withheld by CUB to satisfy the minimum statutory tax withholding obligations that arose upon the vesting of the RSUs.

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.