

CUBIC CORP /DE/
Form 4
November 23, 2016

FORM 4

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

OMB APPROVAL

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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)
11/22/2016

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)
President/CEO

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	11/22/2016	11/22/2016	M	973 A <u>(1)</u>	24,249	D	
Common Stock	11/22/2016	11/22/2016	F	502 <u>(2)</u> D \$ 46.85	23,747	D	
Common Stock					3,050	I	Feldmann IRA <u>(4)</u>
Common Stock					1,243.5154	I	Cubic 401(k) <u>(5)</u>
Common Stock					33	I	The Feldmann Family

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- (3) This is the vesting of performance-based RSUs granted to the Reporting Person on December 12, 2013.
- (4) Represents shares held by the PTC Cust Rollover FBO Bradley Feldmann, of which the Reporting Person is the sole owner with full voting and disposition rights.
- (5) Represents shares held by the Reporting Person's 401(k).
- (6) The Feldmann Family Trust DTD 04-20-2012, of which the Reporting Person and his spouse are co-trustees with full voting and disposition rights.

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