

CIENA CORP
Form 3
November 04, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Rothenstein David M</p> <p>(Last) (First) (Middle)</p> <p>C/O CIENA CORPORATION,Â 1201 WINTERSON ROAD</p> <p>(Street)</p> <p>LINTHICUM,,Â MDÂ 21090</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/31/2008</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CIENA CORP [CIEN]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> <p>Sr. VP, General Counsel</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 25,160 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|-----------|---------------------------------------|---|
| Non-Qualified Stock Option (right to buy) | Â (2) | 06/10/2015 | Common Stock | 3,571 | \$ 16.52 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 10/26/2014 | Common Stock | 2,678 | \$ 16.87 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (4) | 10/26/2015 | Common Stock | 3,571 | \$ 17.43 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 12/10/2014 | Common Stock | 2,142 | \$ 19.95 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 07/26/2014 | Common Stock | 3,214 | \$ 20.65 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 11/05/2013 | Common Stock | 1,320 | \$ 46.9 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 10/16/2011 | Common Stock | 2,692 | \$ 114.66 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rothenstein David M C/O CIENA CORPORATION 1201 WINTERSON ROAD LINTHICUM,, MD 21090 | Â | Â | Â Sr. VP, General Counsel | Â |

Signatures

By: Erik Lichter For: David M. Rothenstein
Date: 11/04/2008

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

- Shares reported include restricted stock unit (RSU) awards previously granted representing, in the aggregate, 22,114 shares that remain
- (1) unvested as of the date of this report. Shares subject to these awards vest over a four-year period from the date of grant with one-sixteenth of the grant amount vesting on March 20, June 20, September 20, and December 20 of each year.
 - (2) The remaining 595 unvested options vest in equal monthly amounts on the last day of each month through 6/30/2009.
 - (3) Option is fully vested.
 - (4) The remaining 893 unvested options vest in equal monthly amounts on the last day of each month through 10/31/2009.

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.