

CUBIC CORP /DE/
Form 4
October 05, 2015

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 *
EDWARDS JAMES R

(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)
10/01/2015

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)

SVP, Gen. Counsel & Secretar

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 10/01/2015 | | M | | 3,681 (1) | A | Ⓛ 3,681 |
| Common Stock | 10/01/2015 | | F | | 1,385 (2) | D | \$ 40.86 2,296 |
| Common Stock | | | | | | | 2,749 I Edwards Family Trust DTD 8/19/96 (3) |

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

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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 | (1) | 10/01/2015 | | M | 780 | (4) | (4) | Common Stock | 780 |
| Restricted Stock Units | (1) | 10/01/2015 | | M | 758 | (5) | (5) | Common Stock | 758 |
| Restricted Stock Units | (1) | 10/01/2015 | | M | 2,143 | (6) | (6) | Common Stock | 2,143 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| EDWARDS JAMES R 9333 BALBOA AVENUE SAN DIEGO, CA 92123 | | | SVP, Gen. Counsel & Secretar | |

Signatures

s Angela L Hartley, Attorney-in-fact for James R. Edwards

10/05/2015

__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 CUB common stock upon vesting of restricted stock units ("RSUs"). Each RSU granted at that time represented a contingent right to receive one share of CUB stock.

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- (2) Shares withheld by CUB to satisfy the minimum statutory tax withholding obligations that arose upon the vesting of the RSUs.
- (3) The James R. Edwards and Joan M. Edwards Family Trust UA Aug. 19, 1996, for which the Reporting Person is a co-trustee with his spouse.
- This is the first of 4 vesting installments of RSUs granted to the Reporting Person on November 6, 2014. The remaining 2399 shares from
- (4) such grant shall vest in 3 equal installments on October 1, 2016, 2017 and 2018, subject to the Reporting Person's continuous service through each application vesting date.
- This is the second of 4 vesting installments of RSUs granted to the Reporting Person on December 12, 2013. The remaining 1514 shares
- (5) from such grant shall vest in 2 equal installments on October 1, 2016 and 2017, subject to the Reporting Person's continuous service through each application vesting date.
- (6) This is the third of 4 vesting installments of RSUs granted to the Reporting Person on March 21, 2013. The remaining 2141 shares from such grant shall vest on October 1, 2016, subject to the Reporting Person's continuous service through such 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.