CUBIC CORP/DE/ Form 4

October 04, 2016

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

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Section 16. Form 4 or

Symbol

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

2. Issuer Name and Ticker or Trading

CUBIC CORP /DE/ [CUB]

3. Date of Earliest Transaction

(Month/Day/Year)

10/01/2016

1(b).

(Last)

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

HARRISON MARK

9333 BALBOA AVENUE

1. Name and Address of Reporting Person *

(First)

(Middle)

below) below) SVP/Controller (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SAN DIEGO, CA 92123 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial Indirect (I) (Month/Day/Year) (Instr. 8) Owned Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 4,499 10/01/2016 M A <u>(1)</u> 4,499 D (1) Stock 1,693 Common 10/01/2016 F D 2,806 D (2) 46.81 Stock The Harrison Common 4,945 I Living Stock **Trust 2008** (3) Cubic Common 29.4458 I Stock 401(k) (4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

Issuer

Director

X_ Officer (give title

Estimated average

burden hours per

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

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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 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. Transactio Code (Instr. 8)	5. Number stion 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 Deri Secu (Inst
				Code V	(A) (D		te ercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	10/01/2016		M	75	8	<u>(5)</u>	<u>(5)</u>	Common Stock	758	
Restricted Stock Units	(1)	10/01/2016		M	2,14	41	<u>(6)</u>	<u>(6)</u>	Common Stock	2,141	
Restricted Stock Units	<u>(1)</u>	10/01/2016		M	78	0	<u>(7)</u>	<u>(7)</u>	Common Stock	780	
Restricted Stock Units	(1)	10/01/2016		M	82	0	<u>(8)</u>	(8)	Common Stock	820	

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting owner runner runners	Director	10% Owner	Officer	Other				
HARRISON MARK								
9333 BALBOA AVENUE			SVP/Controller					
SAN DIEGO, CA 92123								

Signatures

Angela L. Hartley, Attorney-in-fact for Mark A.
Harrison 10/04/2016

**Signature of Reporting Person

Reporting Owners 2

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.
- (2) Shares withheld by CUB to satisfy the minimum statutory tax withholding obligations that arose upon the vesting of the RSUs.
- (3) Represents shares held in Harrison Living Trust 2008, a trust for which Reporting Person and his spouse are co-trustees with full voting and dispositive rights.
- (4) Represents shares held by the Reporting Person's 401(k).
- (5) This is the third of 4 vesting installments of RSUs granted to the Reporting Person on December 12, 2013. The remaining 756 shares from such grant shall vest on October 1, 2017, subject to the Reporting Person's continuous service through each application vesting date.
- (6) This is the fourth and final of 4 vesting installments of RSUs granted to the Reporting Person on March 21, 2013.
 - This is the second of 4 vesting installments of RSUs granted to the Reporting Person on November 6, 2014. The remaining 1559 shares
- (7) from such grant shall vest in 2 equal installments on October 1, 2017 and 2018, subject to the Reporting Person's continuous service through such application vesting date.
- This is the first of 4 vesting installments of RSU's granted to the Reporting Person on November 6, 2015. The remaining 2459 shares (8) from such grant shall vest in 3 equal installments on October 1, 2017, 2018 and 2019, subject to the Reporting Person's continuous service through each 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.