

SMITH GARY B  
Form 4  
February 12, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
SMITH GARY B

2. Issuer Name and Ticker or Trading Symbol  
CIENA CORP [CIEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O CIENA CORPORATION, 7035 RIDGE RD.

3. Date of Earliest Transaction (Month/Day/Year)  
02/08/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
PRESIDENT, CEO

(Street)  
HANOVER, MD 21076-1426

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 (A) or (D) Price   |  |   |
| Common Stock                    | 02/08/2018                           |  | S                              |   | 2,000 (1)<br>\$ 22.6945 (2)   | D  | 707,923 (3) D   |
| Common Stock                    | 02/08/2018                           |  | S                              |   | 2,000 (1)<br>\$ 22.6933 (4)   | D  | 705,923 (3) D   |
| Common Stock                    | 02/09/2018                           |  | S                              |   | 2,000 (1)<br>\$ 22.223 (5)  | D  | 703,923 (3) D   |
| Common Stock                    | 02/09/2018                           |  | S                              |   | 2,000 (1)<br>\$ 22.2253 (6)   | D  | 701,923 (3) D   |

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.** 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. 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| SMITH GARY B<br>C/O CIENA CORPORATION<br>7035 RIDGE RD.<br>HANOVER, MD 21076-1426 | X             |           | PRESIDENT,<br>CEO |       |

## Signatures

By: Michelle Ranklin For: Gary B. Smith  
02/12/2018

\_\_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) Sales were effected pursuant to Rule 10b5-1 trading plan dated 06/05/2017.
  - (2) Reflects the weighted average sales price with transactions in a range of sales from \$22.435 to \$23.1. Upon request by the SEC, full information regarding the number of shares sold at each separate sales price will be provided.
  - (3) Shares reported include unvested Restricted Stock Units (RSUs) and Performance Stock Units (PSUs).
  - (4) Reflects the weighted average sales price with transactions in a range of sales from \$22.435 to \$23.1. Upon request by the SEC, full information regarding the number of shares sold at each separate sales price will be provided.

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- (5) Reflects the weighted average sales price with transactions in a range of sales from \$21.84 to \$22.56. Upon request by the SEC, full information regarding the number of shares sold at each separate sales price will be provided.
- (6) Reflects the weighted average sales price with transactions in a range of sales from \$21.84 to \$22.55. Upon request by the SEC, full information regarding the number of shares sold at each separate sales price will be provided.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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