

ZABLE WALTER C

Form 5/A

November 14, 2012

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**Check this box if  
no longer subject  
to Section 16.Form 4 or Form  
5 obligations  
may continue.See Instruction  
1(b).Form 3 Holdings  
Reported

Form 4

Transactions

Reported

**ANNUAL 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

## OMB APPROVAL

OMB  
Number: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. Name and Address of Reporting Person \*  
ZABLE WALTER C

(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. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
09/30/20124. If Amendment, Date Original  
Filed(Month/Day/Year)  
11/13/20125. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Exec. Chairman of the Board

6. Individual or Joint/Group Reporting

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at<br>end of<br>Issuer's<br>Fiscal Year<br>(Instr. 3 and<br>4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 06/23/2012 <sup>(1)</sup>               | Â                                                           | W                                       | 275,000                                                                 | A \$ 0                                                                                                             | 724,641 <sup>(2)</sup> I                                                | Zable<br>Special<br>Trusts <sup>(1)</sup>                         |
| Common<br>Stock                       | 06/23/2012                              | Â                                                           | W                                       | 3,217,607                                                               | A \$ 0                                                                                                             | 3,942,248 I                                                             | Zable<br>Survivor's<br>Trusts <sup>(1)</sup>                      |
| Common<br>Stock                       | 06/23/2012                              | Â                                                           | W                                       | 130,477                                                                 | A \$ 0                                                                                                             | 4,072,725 I                                                             | Zable<br>Trust dated<br>1978 <sup>(1)</sup>                       |

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|              |            |   |   |           |   |      |           |   |                                                 |
|--------------|------------|---|---|-----------|---|------|-----------|---|-------------------------------------------------|
| Common Stock | 06/23/2012 | Â | W | 5,137,047 | A | \$ 0 | 9,209,772 | I | Zable QTIP Marital Trust <sup>(1)</sup>         |
| Common Stock | 06/23/2012 | Â | W | 50,157    | A | \$ 0 | 9,259,929 | I | Zable Reverse QTIP Marital Trust <sup>(1)</sup> |
| Common Stock | 06/23/2012 | Â | W | 16,108    | A | \$ 0 | 9,276,037 | I | Zable Non QTIP Marital Trust <sup>(1)</sup>     |

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.**

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(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. of D Se Bo O Er Fi (I   |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares |
|                                            |                                                        |                                      |                                                    |                                | (A) (D)                                                                                 |                                                          |                                                               |                                            |                            |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships                           |
|-------------------------------------------------------------|-----------------------------------------|
|                                                             | Director 10% Owner Officer Other        |
| ZABLE WALTER C<br>9333 BALBOA AVENUE<br>SAN DIEGO, CA 92123 | Â X Â X Â Exec. Chairman of the Board Â |

## Signatures

Angela L. Hartley,  
Attorney-in-fact

11/14/2012

\_\_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).

On June 23, 2012, Walter J. Zable, founder, CEO and Chairman of the Board of Cubic Corporation passed away. Following the death of Walter J. Zable, Walter C. Zable (the Reporting Person) and Karen Zable Cox, the son and daughter respectively of Walter J. Zable, became co-trustees of the named trusts. The reported securities are owned by the named trusts of which the Reporting Person is a co-trustee, The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(1) Total shares owned at fiscal year end includes 449,641 shares previously owned by the Reporting Person in a trust. Those shares continue to be held in a trust separate from the named trusts.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.