

CUBIC CORP /DE/

Form 4

May 23, 2013

**FORM 4**
**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).

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Zable Non QTIP Marital Trust

2. Issuer Name **and** Ticker or Trading  
Symbol  
CUBIC CORP /DE/ [CUB]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
9333 BALBOA AVENUE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/14/2012

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

SAN DIEGO, CA 92123

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ 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<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. 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<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 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                       | 12/14/2012                              |                                                             | W <sup>(1)</sup>                     | 650,000                                                                 | D \$ 0 4,487,047                                                                                                   | I                                                                       | Zable<br>QTIP<br>Marital<br>Trust <sup>(2)</sup>                  |
| Common<br>Stock                       | 12/14/2012                              |                                                             | W <sup>(1)</sup>                     | 275,000                                                                 | D \$ 0 0                                                                                                           | I                                                                       | Zable<br>Special<br>Trust <sup>(3)</sup>                          |
| Common<br>Stock                       | 12/14/2012                              |                                                             | J <sup>(5)</sup>                     | 130,477                                                                 | D \$ 0 0                                                                                                           | I                                                                       | Zable<br>Trust Dtd<br>9/18/78 <sup>(4)</sup>                      |
| Common<br>Stock                       | 12/14/2012                              |                                                             | J <sup>(5)</sup>                     | 130,477                                                                 | A \$ 0 3,348,084                                                                                                   | I                                                                       | Survivors<br>Trust <sup>(6)</sup>                                 |

|              |            |   |           |   |          |           |   |                                           |
|--------------|------------|---|-----------|---|----------|-----------|---|-------------------------------------------|
| Common Stock | 05/21/2013 | S | 1,242,520 | D | \$ 45.75 | 3,244,527 | I | Zable QTIP Marital Trust <sup>(2)</sup>   |
| Common Stock | 05/21/2013 | S | 1,057,207 | D | \$ 45.75 | 2,290,877 | I | Survivors Trust <sup>(6)</sup>            |
| Common Stock | 05/21/2013 | S | 15,273    | D | \$ 45.75 | 34,884    | I | Zable Reverse QTIP Marital <sup>(7)</sup> |
| Common Stock | 05/21/2013 | J | 0         | D | \$ 0     | 16,108    | I | Zable Non-QTIP Marital <sup>(8)</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.**

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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                |

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships |           |         |       |
|---------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                           | Director      | 10% Owner | Officer | Other |
| Zable Non QTIP Marital Trust<br>9333 BALBOA AVENUE<br>SAN DIEGO, CA 92123 |               | X         |         |       |
| Zable QTIP Marital Trust<br>9333 BALBOA AVENUE                            |               | X         |         |       |

SAN DIEGO, CA 92123

Zable Reverse QTIP Marital Trust

9333 BALBOA AVENUE

X

SAN DIEGO, CA 92123

Zable Special Trusts

9333 BALBOA AVENUE

X

SAN DIEGO, CA 92123

Zable Survivor's Trusts

9333 BALBOA AVENUE

X

SAN DIEGO, CA 92123

Zable Trust Dated 1978

9333 BALBOA AVENUE

X

SAN DIEGO, CA 92123

## Signatures

James R. Edwards,

Attorney-in-fact

05/23/2013

\_\_Signature of Reporting Person

Date

James R. Edwards,

Attorney-in-fact

05/23/2013

\_\_Signature of Reporting Person

Date

James R. Edwards,

Attorney-in-fact

05/23/2013

\_\_Signature of Reporting Person

Date

James R. Edwards,

Attorney-in-fact

05/23/2013

\_\_Signature of Reporting Person

Date

James R. Edwards,

Attorney-in-fact

05/23/2013

\_\_Signature of Reporting Person

Date

Jimmie L Balentine

05/23/2013

\_\_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) Distributed under the laws of descent and distribution.

(2) These securities are owned solely by Zable QTIP Marital Trust dated 9/18/1978.

(3) These securities are owned solely by the Walter J. Zable Special Trust Dated May 6, 2003.

(4) These securities are owned solely by the Zable Trust Dated September 18, 1978.

(5) Shares held by the Zable Trust Dated 9/18/78 transferred into the the Survivors' Trust Created Under the Zable Trust Dated 9/18/78.

(6) These securities are owned solely by the Survivors Trust Created Under the Zable Trust Dated 9/18/78.

(7) These securities are owned solely by the Zable Reverse QTIP Marital Trust Dated 9/18/78.

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(8) These securities are owned solely by the Zable Non-QTIP Marital Trust Dated 9/18/78.

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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