

CUBIC CORP /DE/

Form 4

October 03, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WARNER JOHN H JR

(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)

10/01/2013

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)

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)
Common Stock	10/01/2013		M	(A) or (D) 1,714 (1) \$ 53.78	1,714	D	
Common Stock	10/01/2013		A	3 (2) \$ 53.78	1,717	D	

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

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information contained in this form are not
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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)**

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	10/01/2013		M	1,714	(3)	(3)	Common Stock	1,714

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WARNER JOHN H JR 9333 BALBOA AVENUE SAN DIEGO, CA 92123	X

Signatures

/s/ Angela L. Hartley as Attorney-in-fact for John H.
Warner, Jr.

10/03/2013

__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) Reflects the issuance of shares of CUB common stock upon vesting of the first installment of restricted stock units ("RSUs") granted on March 21, 2013. Each RSU granted at that time represented a contingent right to receive one share of CUB common stock.

Represents shares issued in respect of dividends that accrued on the shares issuable upon vesting of the RSUs on October 1, 2013, as reported in line 1 of this Form 4. The number of shares of CUB common stock issuable to the Reporting Person was determined on

(2) October 1, 2013, based on the aggregate cash dividends declared on CUB's common stock while such RSUs were outstanding, divided by \$53.78, representing the closing price per share of CUB common stock on October 1, 2013. Fractional shares that would have been issued based on such calculation have been rounded down.

(3) This is the first of two (2) vesting installment of RSUs granted to the Reporting on March 21, 2013. The remaining 1,714 shares from such grant shall vest on October 1, 2014, 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.

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