

CUBIC CORP /DE/

Form 4

May 21, 2014

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 *
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. Date of Earliest Transaction
(Month/Day/Year)
05/19/2014

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)

Exec. Chairman of the Board

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/19/2014		J ⁽¹⁾	1,070 D	0	D	
Common Stock	03/19/2014		J ⁽¹⁾	1,070 A	2,307,831	I	The Walter C. Zable Trust U/A/D 2/7/06
Common stock	05/20/2014		G ⁽²⁾	12,825 D	2,295,006	I	The Walter C. Zable Trust U/A/D 2/7/06

Common
Stock 05/20/2014J⁽³⁾ 81,342 A \$ 52
(3) 2,376,348 IThe Walter
C. Zable
Trust
U/A/D
2/7/06

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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 WALTER C 9333 BALBOA AVENUE SAN DIEGO, CA 92123	X	X	Exec. Chairman of the Board	

Signatures

Angela L. Hartley,
Attorney-in-fact 05/21/2014

____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) Common stock held directly was transferred without consideration into The Walter C. Zable Trust U/A/D 2/7/06, for which Reporting Person is Trustee.

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- (2) Shares gifted from Walter C. Zable Trust U/A/D 2/7/06 to each of 3 adult children's trusts, for which the the Reporting Person is Trustee.
Shares transferred from each of 3 children's trusts, for which Reporting Person is Trustee into Walter C. Zable Trust U/A/D 2/7/06,
- (3) consideration for which was real estate valued at \$4,125,000. Stock transfer was requested 01/14/2014 at which time the stock price was \$52 per share but transaction not effected until Cubic stock trading window was open.

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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