

CUBIC CORP /DE/

Form 4

October 05, 2015

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
FELDMANN BRADLEY H

(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)

10/01/2015

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)

President/CEO

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	10/01/2015		M	Amount 17,210 (1)	A 17,210	D	
Common Stock	10/01/2015		F	6,470 (2)	D \$ 40.86	10,740	D
Common Stock					33	I	The Feldmann Family Trust DTD 04-20-12 (7)

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

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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)

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
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
				Code	V (A) (D)					
Restricted Stock Units	(1)	10/01/2015		M	3,899	(3)	(3)	Common Stock	3,899	(4)
Restricted Stock Units	(1)	10/01/2015		M	3,325	(4)	(4)	Common Stock	3,325	(4)
Restricted Stock Units	(1)	10/01/2015		M	2,273	(5)	(5)	Common Stock	2,273	(4)
Restricted Stock Units	(1)	10/01/2015		M	7,713	(6)	(6)	Common Stock	7,713	(4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FELDMANN BRADLEY H 9333 BALBOA AVENUE SAN DIEGO, CA 92123	X		President/CEO	

Signatures

Angela L. Hartley, attorney-in-fact for Bradley H. Feldmann 10/05/2015

__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 CUB common stock upon vesting of restricted stock units ("RSUs"). Each RSU granted at that time represented a contingent right to receive one share of CUB stock.

(2) Shares withheld by CUB to satisfy the minimum statutory tax withholding obligations that arose upon the vesting of the RSUs.

This is the first of 4 vesting installments of RSUs granted to the Reporting Person on November 6, 2014. The remaining 11694 shares from such grant shall vest in 3 equal installments on October 1, 2016, 2017 and 2018, subject to the Reporting Person's continuous service through each application vesting date.

(3) This is the second of 4 vesting installments of RSUs granted to the Reporting Person on July 1, 2014. The remaining 6649 shares from such grant shall vest in 2 equal installments on October 1, 2016 and 2017, subject to the Reporting Person's continuous service through each application vesting date.

(4) This is the second of 4 vesting installments of RSUs granted to the Reporting Person on December 12, 2013. The remaining 4544 shares from such grant shall vest in 2 equal installments on October 1, 2016 and 2017, subject to the Reporting Person's continuous service through each application vesting date.

(5) This is the third of 4 vesting installments of RSUs granted to the Reporting Person on March 21, 2013. The remaining 7712 shares from such grant shall vest on October 1, 2016, subject to the Reporting Person's continuous service through such application vesting date.

(6) The Feldmann Family Trust DTD 04-20-12, of which the Reporting Person and his spouse are co-trustees with full voting and disposition rights.

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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