

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HARRISON MARK

(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
____X____ Officer (give title below) ____ Other (specify below)

SVP/Controller

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	3,681 A	3,681	D	
Common Stock	10/01/2015		F	1,385 (3) D	\$ 40.86	2,296	D
Common Stock					1,649	I	The Harrison Living Trust 2008 (2)
Common Stock					29,4458	I	Cubic Corporation 401(k) (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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(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	
Restricted Stock Units	(1)	10/01/2015		M	780	(4)	(4)	Common Stock	780	9
Restricted Stock Units	(1)	10/01/2015		M	758	(5)	(5)	Common Stock	758	9
Restricted Stock Units	(1)	10/01/2015		M	2,143	(6)	(6)	Common Stock	2,143	9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRISON MARK 9333 BALBOA AVENUE SAN DIEGO, CA 92123			SVP/Controller	

Signatures

Angela L. Hartley, attorney-in-fact for Mark A. Harrison

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) Harrison Living Trust 2008, a trust for which Reporting Person and his spouse are co-trustees with full voting and dispositive rights.

(3) 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 2339 shares from
(4) 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.

This is the second of 4 vesting installments of RSUs granted to the Reporting Person on December 12, 2013. The remaining 1516 shares
(5) 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.

This is the third of 4 vesting installments of RSUs granted to the Reporting Person on March 21, 2013. The remaining 2141 shares from
(6) such grant shall vest on October 1, 2016, subject to the Reporting Person's continuous service through such application vesting date.

(7) Represents shares held in Reporting Person's 401(k).

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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