

CUBIC CORP /DE/

Form 4

October 04, 2016

**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  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Buss David 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)

10/01/2016

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)

President, CGD

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<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<br>(A) 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: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 10/01/2016                              |                                                             | M                                    | (A)<br>or<br>(D)<br>1,482<br>(1)                                        | 1,704                                                                                                              | D                                                                    |                                         |
| Common<br>Stock                       | 10/01/2016                              |                                                             | F                                    | 558 (2) D<br>\$<br>46.81                                                | 1,146                                                                                                              | D                                                                    |                                         |

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  
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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. Price or Value of Derivative Security (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                                         | Amount or Number of Shares                          |
| Restricted Stock Units                     | (1)                                                    | 10/01/2016                           |                                                    | M                              | 393                                                                                     | (3) (3)                                                  | Common Stock                                                  | 393 (1)                                             |
| Restricted Stock Units                     | (1)                                                    | 10/01/2016                           |                                                    | M                              | 287                                                                                     | (4) (4)                                                  | Common Stock                                                  | 287 (1)                                             |
| Restricted Stock Units                     | (1)                                                    | 10/01/2016                           |                                                    | M                              | 802                                                                                     | (5) (5)                                                  | Common Stock                                                  | 802 (1)                                             |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                |       |
|------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                            | Director      | 10% Owner | Officer        | Other |
| Buss David H.<br>9333 BALBOA AVENUE<br>SAN DIEGO, CA 92123 |               |           | President, CGD |       |

## Signatures

Angela L. Hartley, attorney-in-fact for David H. Buss  
10/04/2016

\_\_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.
- (3) This is the second of 4 vesting installments of RSUs granted to the Reporting Person on July 1, 2015. The remaining 786 shares from such grant shall vest in 2 equal installments on October 1, 2017 and 2018, subject to the Reporting Person's continuous service through

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such application vesting date.

- This is the first of 4 vesting installments of RSU's granted to the Reporting Person on November 6, 2015. The remaining 861 shares from
- (4) such grant shall vest in 3 equal installments on October 1, 2017, 2018 and 2019, subject to the Reporting Person's continuous service through each application vesting date.

- This is the first of 4 vesting installments of RSU's granted to the Reporting Person on May 24, 2016. The remaining 2405 shares from
- (5) such grant shall vest in 3 equal installments on October 1, 2017, 2018, and 2019 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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