

CUBIC CORP /DE/

Form 4

November 23, 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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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
THOMAS JOHN D

(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)  
11/22/2016

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)

EVP/CFO

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                       | 11/22/2016                              | 11/22/2016                                                  | M                                    | 811 A                                                                   | 8,499                                                                                                              | D                                                                    |                                         |
| Common<br>Stock                       | 11/22/2016                              | 11/22/2016                                                  | F                                    | 305 (2) D                                                               | \$ 46.85                                                                                                           | D                                                                    |                                         |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 2,146.8329                                                                                                         | I                                                                    | Cubic<br>401(k) (4)                     |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 100                                                                                                                | I                                                                    | John<br>David<br>Thomas<br>IRA (5)      |
|                                       |                                         |                                                             |                                      |                                                                         | 1,969.83                                                                                                           | I                                                                    |                                         |

Common  
StockThe John  
David  
Thomas  
1998 Trust  
(6)Common  
Stock

14,625 I

The  
Thomas  
Family  
2009 Trust  
(7)

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Price<br>of<br>Derivative<br>Security<br>(Instr. 5) |                                        |     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|--------------------------------------------------------|----------------------------------------|-----|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                  | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                                  | Amount<br>or<br>Number<br>of<br>Shares |     |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 11/22/2016                              | 11/22/2016                                                  | M                                       |                                                                                                                    | 811                                                            |     | (3)                                                                 | (3)                | Common<br>Stock                                        | 811                                    | (1) |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                            | Director      | 10% Owner | Officer | Other |
| THOMAS JOHN D<br>9333 BALBOA AVENUE<br>SAN DIEGO, CA 92123 |               |           | EVP/CFO |       |

## Signatures

Angela L. Hartley, attorney-in-fact for John D.  
Thomas

11/23/2016

\_\_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 performance-based restricted stock units ("RSUs").
- (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 vesting of performance-based RSUs granted to the Reporting Person on December 12, 2013.
- (4) Represents shares held by the Reporting Person's 401(k),
- (5) Represents shares held by the John David Thomas IRA, of which the Reporting Person is the Trustee with full voting and disposition rights.
- (6) Represents shares held by the John David Thomas 1998 Trust, of which the Reporting Person is the Trustee with full voting and disposition rights.
- (7) Represents shares held by the Thomas Family 2009 Trust, 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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