

CUBIC CORP /DE/

Form 4

November 30, 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

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(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)

11/28/2016

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	11/28/2016	11/28/2016	P	11	A \$ 46.3302	11	I By child ⁽¹⁾
Common Stock						23,747	D
Common Stock						3,050	I Feldmann IRA ⁽²⁾
Common Stock						1,251.4156	I Cubic 401(k) ⁽³⁾
Common Stock						33	I The Feldmann Family

Trust DTD
04-20-12
(4)

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. De Se (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(5)	11/28/2016	11/28/2016	A		23,888		(6)	(6)	Common Stock	23,888
Restricted Stock Units	(5)	11/28/2016	11/28/2016	A		23,888		(7)	(7)	Common Stock	23,888

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

11/30/2016

__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).

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- (1) Purchase made and held by Reporting Person's son, a dependent not living in household. Reporting Person disclaims beneficial ownership of these securities.
- (2) Represents shares held by the PTC Cust Rollover FBO Bradley Feldmann, of which the Reporting Person is the sole owner with full voting and disposition rights.
- (3) Represents shares held by the Reporting Persons 401(k).
- (4) The Feldmann Family Trust DTD 04-20-2012, of which the Reporting Person and his spouse are co-trustees with full voting and disposition rights.

- (5) Each restricted stock unit ("RSU") represents a contingent right to receive one share of CUB common stock.

- The performance-based RSUs vest on the date the Board of Directors certifies CUB's sales growth, EBITDA growth, and return on equity for the three-year performance period ending on September 30, 2019, subject to the Reporting Person's continued service with CUB through such vesting date, except as otherwise provided in the application RSU agreement. The RSUs vest based 40% on sales growth, 40% on EBITDA growth, and 20% on the return on equity achieved by CUB during such performance period. Dividend equivalent rights accrue with respect to the RSUs when and as dividends are paid on CUB common stock and vest proportionately with the RSUs to which they relate. Vested shares and accrued dividends will be delivered to the Reporting Person following the vesting date.
- (6)

- The time-based RSUs vest in four equal installments on each of October 1, 2017, 2018, 2019 and 2020, subject to the Reporting Person's continued service with CUB through such date. Dividend equivalent rights accrued with respect to the RSUs when and as dividends are paid on CUB common stock and vest proportionately with the RSUs to which they relate. Vested shares and accrued dividends will be delivered to the Reporting Person following each vesting date.
- (7)

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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