

EDWARDS JAMES R

Form 4

October 03, 2017

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
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
EDWARDS JAMES R

(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)

10/01/2017

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 ____ Other (specify
below) below)

SVP, Gen. Counsel & Secretary

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	10/01/2017		M	(A) or (D) 3,307 (1)	A 6,496	D	
Common Stock	10/01/2017		F	1,246 (2)	D \$ 51 5,250	D	
Common Stock					5,367	I	Edwards Family Trust DTD 8/19/96 (3)
Common Stock					349.001	I	Cubic 401(k) (4)

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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. Price of Derivative Security (Instr. 5)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	10/01/2017		M		756		<u>(5)</u>	<u>(5)</u>	Common Stock	756	<u>(1)</u>
Restricted Stock Units	<u>(1)</u>	10/01/2017		M		780		<u>(6)</u>	<u>(6)</u>	Common Stock	780	<u>(1)</u>
Restricted Stock Units	<u>(1)</u>	10/01/2017		M		820		<u>(7)</u>	<u>(7)</u>	Common Stock	820	<u>(1)</u>
Restricted Stock Units	<u>(1)</u>	10/01/2017		M		951		<u>(8)</u>	<u>(8)</u>	Common Stock	951	<u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
EDWARDS JAMES R 9333 BALBOA AVENUE SAN DIEGO, CA 92123	SVP, Gen. Counsel & Secretary

Signatures

Angela L. Hartley, Attorney-in-fact for James R.
Edwards

10/03/2017

____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) The James R. Edwards and Joan M. Edwards Family Trust UA Aug. 19, 1996, for which the Reporting Person is a co-trustee with his spouse.
- (4) Represents shares held by the Reporting Person's 401(k).
- (5) This is the fourth and final of 4 vesting installments of RSUs granted to the Reporting Person on December 12, 2013.
- (6) This is the third of 4 vesting installments of RSUs granted to the Reporting Person on November 6, 2014. The remaining 779 shares from such grant shall vest on October 1, 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 November 6, 2015. The remaining 1639 shares
- (7) from such grant shall vest in 2 equal installments on October 1, 2018 and 2019, subject to the Reporting Person's continuous service through such application vesting date.
- This is the first of 4 vesting installments of RSU's granted to the Reporting Person on November 14, 2016. The remaining 2850 shares
- (8) from such grant shall vest in 3 equal installments on October 1, 2018, 2019 and 2020, 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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