Edgar Filing: ZABLE WALTER C - Form 4

ZABLE WALTEForm 4	IR C									
March 25, 2013										
FORM 4	UNITED	STATES					COMMISSIO		9PROVAL 3235-0287	
Check this box if no longer		Washington, D.C. 20549 IENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							January 31, 2005	
Section 16. SE Form 4 or					RITIES		Estimated burden hou response	urs per		
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 17(a) of the l	Public U	tility Hol	ding Con		nge Act of 1934, of 1935 or Secti 940	on		
(Print or Type Respo	nses)									
1. Name and Addres ZABLE WALTI	2. Issuer Name and Ticker or Trading Symbol CUBIC CORP /DE/ [CUB]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(First) (1	Middle)	3. Date of Earliest Transaction							
9333 BALBOA AVENUE			(Month/Day/Year) 03/21/2013			X DirectorX 10% Owner X Officer (give title Other (specify below) Exec. Chairman of the Board				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
SAN DIEGO, C	A 92123						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	ansaction Date hth/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D) and 5)	Securities	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(A)or(D) Price	Transaction(s) (Instr. 3 and 4)			
Reminder: Report or	n a separate line	e for each cl	ass of sec	urities bene	-	-	-	ation of	NFC 1474	
					infor n requir	nation cont ed to resp ys a curre	spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

Edgar Filing: ZABLE WALTER C - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquire (A) or Dispose (D) (Instr. 3, and 5)	d of					(Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	03/21/2013		А		3,428		(2)	(2)	Common Stock	3,428	:

Reporting Owners

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other
ZABLE WALTER C 9333 BALBOA AVENUE SAN DIEGO, CA 92123	Х	Х	Exec. Chairman of the Board	
Signatures				
Angela L. Hartley, Attorney-in-fact		03/25/2013		
<pre>**Signature of Reporting Person</pre>		Date		
Explanation of Da				

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

The RSUs vest in two equal installments on each of October 1, 2013 and 2014, subject to the reporting person's continued service as a director with CUB through such date. Dividend equivalent rights accrue with respect to the RSUs when and as dividends are paid on CUB

(2) another whit corb unough such date. Dividend equivalent rights accrete with respect to the RSOs which and as dividends are paid on COB common stock and vest proportionately with the RSUs to which they relate. Vested shares will be delivered to the reporting person following each 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.