CUBIC CORP /DE/ Form 4 October 05, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Toti William J			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) (I		(Middle)	3. Date of Earliest Transaction	(
9333 BALBOA AVENUE		2	(Month/Day/Year) 10/01/2015	Director 10% Owner _X_ Officer (give title Other (specify below) SVP			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SAN DIEGO, CA 92123			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

SAN DIEGO), CA 92123				Person		
(City)	(State)	(Zip) Tabl	e I - Non-D	erivative Securities Acq	uired, Disposed of	, or Beneficiall	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership
					Following	(Instr 4)	(Instr 4)

		(Month/Day/Year)	Code	8) V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Ins	
Common Stock	10/01/2015		M		,		<u>(1)</u>	1,430	D	
Common Stock	10/01/2015		F		474 (2)	D	\$ 40.86	956	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

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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. Transactic Code (Instr. 8)	5. Number out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	tive Expiration Date (Month/Day/Year) of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	10/01/2015		M	1,430	(3)	(3)	Common Stock	1,430	

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Toti William J							
9333 BALBOA AVENUE			SVP				
SAN DIEGO, CA 92123							

Signatures

Angela L. Hartley, attorney-in-fact for William
J. Toti

10/05/2015

**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.
- This is the first of 4 vesting installments of RSUs granted to the Reporting Person on November 6, 2014. The remaining 4288 shares from such grant shall vest in 3 equal installments on October 1, 2016, 2017 and 2018, 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. 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.

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