

HARRISON MARK
Form 4
December 13, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HARRISON MARK

(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)
12/13/2016

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)
SVP/Controller

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	12/13/2016	12/13/2016	J(1)	202 D (1) 0		D	
Common Stock	12/13/2016	12/13/2016	J(1)	202 A (1) 7,953		I	The Harrison Living Trust 2008 (2)
Common Stock	10/12/2017	10/12/2017	J(1)	2,305 D (1) 0		D	
Common Stock	10/12/2017	10/12/2017	J(1)	2,305 A (1) 10,258		I	The Harrison

Living Trust 2008
(2)

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. Price or Value of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(3)</u>	11/27/2017		A		2,443		<u>(4)</u>	<u>(4)</u>	Common Stock	2,443
Restricted Stock Units	<u>(3)</u>	11/27/2017		A		2,443		<u>(5)</u>	<u>(5)</u>	Common Stock	2,443

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRISON MARK 9333 BALBOA AVENUE SAN DIEGO, CA 92123			SVP/Controller	

Signatures

Angela L. Hartley, Attorney-in-fact for Mark A. Harrison
12/13/2017

**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) Represents a transfer of shares without consideration from the Reporting Person to The Harrison Living Trust 2008.
- (2) The Harrison Living Trust 2008, for which the Reporting Person and his spouse are co-trustees with full voting and dispositive rights.
- (3) 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, 2020, subject to the Reporting Person's continued service with CUB through such vesting date, except as otherwise provided in the applicable 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.

- (4) through such vesting date, except as otherwise provided in the applicable 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.
- (5) The time-based RSUs vest in four equal installments on each of October 1, 2018, 2019, 2020 and 2021, subject to the Reporting Person's continued service with CUB through such date. 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 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.

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