

CUBIC CORP /DE/
Form 4
August 30, 2013

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 *
Cox Karen Zable

(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)
08/28/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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 | 08/28/2013 | | J ⁽¹⁾ | 1,902,999 D | (3) 229,297 | I | Zable Survivors' Trust ⁽⁴⁾ |
| Common Stock | 08/28/2013 | | J ⁽²⁾ | 94,042 A | (2) 281,412 ⁽³⁾ | I | Zable QTIP Marital Trust |
| Common Stock | 08/28/2013 | | J ⁽³⁾ | 2,964,821 D | (3) 187,370 ⁽⁴⁾ | I | Zable QTIP Marital Trust ⁽⁴⁾ |
| | | | | | 32,593 | I | |

| | | | | | | | | |
|--------------|------------|--|------------------|-----------|---------|---------------------------------|--------------------------|---|
| Common Stock | | | | | | | | Zable Reverse QTIP Marital Trust ⁽⁴⁾ |
| Common Stock | | | | | 16,108 | I | | Zable Non QTIP Marital Trust ⁽⁴⁾ |
| Common Stock | | | | | 240,000 | I | | Trusts for Cox family members ⁽⁵⁾ |
| Common Stock | 08/28/2013 | | J ⁽¹⁾ | 1,588,656 | A | ⁽¹⁾ / ₍₃₎ | 1,816,201 ⁽⁶⁾ | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. 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) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Cox Karen Zable 9333 BALBOA AVENUE SAN DIEGO, CA 92123 | | X | | |

Signatures

James R. Edwards,
Attorney-in-fact

08/30/2013

__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) Stock held by Reporting Person as a co-trustee in a trust was distributed to direct ownership of the Reporting Person, held jointly with her spouse.
- (2) Stock transferred from Zable Survivors' Trust to Zable QTIP Marital Trust. Reporting Person is co-trustee of both trusts. The Reporting Person disclaims beneficial ownership of the securities except to the extent of her pecuniary interest therein.
- (3) Stock transferred from the Zable QTIP Marital Trust was transferred to direct ownership of the Reporting Person, held jointly with her spouse.
- (4) The reported securities are owned by the named trusts of which the Reporting Person is a co-trustee. The Reporting Person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.
- (5) The reported securities are held in 2 trusts for the Reporting Person's children, for which the Reporting Person and her spouse are co-trustees.
- (6) Held directly and jointly with Reporting Person's spouse.

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.