CUBIC CORP /DE/
Form 4
October 04, 2016

FORM 4

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

OMB APPROVAL

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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 *
THOMAS JOHN D

(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)
10/01/2016

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 below) _____ Other (specify below)
EVP/CFO

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/01/2016		M		12,319 (1)	A	(1)	12,319	D	
Common Stock	10/01/2016		F		4,631 (2)	D	$ 46.81	7,688	D	
Common Stock								2,146.8329	I	Cubic 401(K) (3)
Common Stock								100	I	John David Thomas IRA (4)
								1,969.83	I	

Common Stock					The John David Thomas 1998 Trust (5)
Common Stock			14,625	I	The Thomas Family 2009 Trust (6)

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

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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. Pr Deriv Secu (Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	10/01/2016		M			1,894	(7)	(7)	Common Stock	1,894	
Restricted Stock Unit	(1)	10/01/2016		M			6,425	(8)	(8)	Common Stock	6,425	
Restricted Stock Units	(1)	10/01/2016		M			1,950	(9)	(9)	Common Stock	1,950	
Restricted Stock Units	(1)	10/01/2016		M			2,050	(10)	(10)	Common Stock	2,050	

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

THOMAS JOHN D
9333 BALBOA AVENUE EVP/CFO
SAN DIEGO, CA 92123

Signatures

Angela L. Hartey, Attorney in Fact for John D. Thomas 10/04/2016

**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) Represents shares held by the Reporting Person's 401(k).

(4) Represents shares held by the John David Thomas IRA, of which the Reporting Person is the Trustee with full voting and disposition rights.

(5) Represents shares held by the John David Thomas 1998 Trust, of which the Reporting Person is the Trustee with full voting and disposition rights.

(6) Represents the shares held by the Thomas Family 2009 Trust, of which the Reporting Person and his spouse are co-trustees with full voting and disposition rights.

(7) This is the third of 4 vesting installments of RSUs granted to the Reporting Person on December 12, 2013. The remaining 1,893 shares from such grant shall vest on October 1, 2017, subject to the Reporting Person's continuous service through each application vesting date.

(8) This is the fourth and final of 4 vesting installments of RSUs granted to the Reporting Person on March 21, 2013.

(9) This is the second of 4 vesting installments of RSUs granted to the Reporting Person on November 6, 2014. The remaining 3,897 shares from such grant shall vest in 2 equal installments on October 1, 2017 and 2018, subject to the Reporting Person's continuous service through such application vesting date.

(10) This is the first of 4 vesting installments of RSU's granted to the Reporting Person on November 6, 2015. The remaining 6,147 shares from such grant shall vest in 3 equal installments on October 1, 2017, 2018 and 2019, 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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