

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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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 *
FELDMANN BRADLEY H

(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
 Officer (give title below) _____ Other (specify below)
President/CEO

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)		
			Code	V	Amount or (D) Price				
Common Stock	10/01/2016		M		21,991 (1)	A	Ⓐ 33,274	D	
Common Stock	10/01/2016		F		9,998 (2)	D	\$ 46.81	23,276	D
Common Stock							3,050	I	Feldmann IRA (3)
Common Stock							1,243.5154	I	Cubic 401(k) (4)
Common Stock							33	I	The Feldmann Family

Trust DTD
04-20-12
(5)

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. Pr Deriv Secur (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	10/01/2016		M	3,325	<u>(6)</u>	<u>(6)</u>	Common Stock	3,325
Restricted Stock Units	<u>(1)</u>	10/01/2016		M	2,273	<u>(7)</u>	<u>(7)</u>	Common Stock	2,273
Restricted Stock Units	<u>(1)</u>	10/01/2016		M	7,712	<u>(8)</u>	<u>(8)</u>	Common Stock	7,712
Restricted Stock Units	<u>(1)</u>	10/01/2016		M	3,899	<u>(9)</u>	<u>(9)</u>	Common Stock	3,899
Restricted Stock Units	<u>(1)</u>	10/01/2016		M	4,782	<u>(10)</u>	<u>(10)</u>	Common Stock	4,782

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
				President/CEO

FELDMANN BRADLEY H
9333 BALBOA AVENUE
SAN DIEGO, CA 92123

Signatures

Angela L. Hartley, Attorney-in-fact for, Bradley H.
Feldmann

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 PTC Cust Rollover FBO Bradley Feldmann, of which the Reporting Person is the sole owner with full voting and disposition rights.
- (4) Represents shares held by the Reporting Person's 401(k).
- (5) The Feldmann Family Trust DTD 04-20-2012, of which the Reporting Person and his spouse are co-trustees with full voting and disposition rights.
- (6) This is the third of 4 vesting installments of RSUs granted to the Reporting Person on July 1, 2014. The remaining 3,324 shares from such grant shall vest on October 1, 2017, subject to the Reporting Person's continuous service through each application vesting date.
This is the third of 4 vesting installments of RSUs granted to the Reporting Person on December 12, 2013. The remaining 2,271 shares from such grant shall vest on October 1, 2017, subject to the Reporting Person's continuous service through each application vesting date.
- (7) This is the fourth and final of 4 vesting installments of RSUs granted to the Reporting Person on March 21, 2013.
This is the second of 4 vesting installments of RSUs granted to the Reporting Person on November 6, 2014. The remaining 7795 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.
- (8) This is the first of 4 vesting installments of RSUs granted to the Reporting Person on November 6, 2015. The remaining 14,344 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.
- (9) This is the first of 4 vesting installments of RSUs granted to the Reporting Person on November 6, 2015. The remaining 14,344 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.
- (10) This is the first of 4 vesting installments of RSUs granted to the Reporting Person on November 6, 2015. The remaining 14,344 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. 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.