

CUBIC CORP /DE/
Form 4
October 03, 2013

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 *
BOYLE WILLIAM W

(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)
10/01/2013

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)
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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock					1,800	D	
Common Stock	10/01/2013		M		8,570 (1) \$ 53.78	D	
Common Stock	10/01/2013		A		19 (2) \$ 53.78	D	
Common Stock	10/01/2013		F		3,229 (3) \$ 53.78	D	

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

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Shares withheld by CUB to satisfy the minimum statutory tax withholding obligations that arose upon the vesting of RSUs and issuance of shares of CUB common stock in respect of dividends accrued on the shares underlying such RSUs on October 1, 2013, as reported in lines 1 and 2 of this Form 4.

- (4) This is the first of four (4) vesting installment of RSUs granted to the Reporting on March 21, 2013. The remaining 25708 shares from such grant shall vest in three equal installments on October 1, 2014, 2015 and 2016, each case 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.