

CUBIC CORP /DE/
Form 4
October 03, 2014

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 *
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)
10/01/2014

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)
Common Stock					808	I	The Feldmann Family Trust DTD 04-20-12
Common Stock	10/01/2014		M	11,095 A	11,095	D	
Common Stock	10/01/2014		F	4,171 (2) D	\$ 46.77 6,924	D	

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	10/01/2014		M	2,273	<u>(3)</u>	<u>(3)</u>	Common Stock	2,273
Restricted Stock Units	<u>(1)</u>	10/01/2014		M	7,713	<u>(4)</u>	<u>(4)</u>	Common Stock	7,713
Restricted Stock Units	<u>(1)</u>	10/01/2014		M	1,109	<u>(5)</u>	<u>(5)</u>	Common Stock	1,109

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FELDMANN BRADLEY H 9333 BALBOA AVENUE SAN DIEGO, CA 92123	X		President/CEO	

Signatures

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

10/03/2014

__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).

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(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 RSUs.

This is the first of 4 vesting installments of RSUs granted to the Reporting Person on December 12, 2013. The remaining 9,973 shares
(3) from such grant shall vest in 3 equal installments on October 1, 2015, 2016 and 2017, subject to the Reporting Person's continuous service through each application vesting date.

This is the second of 4 vesting installments of RSUs granted to the Reporting Person on December 12, 2013. The remaining 6,817 shares
(4) from such grant shall vest in 2 equal installments on October 1, 2015 and 2016, subject to the Reporting Person's continuous service through each application vesting date.

This is the first of 4 vesting installments of RSUs granted to the Reporting Person on July 1, 2014. The remaining 15,426 shares from
(5) such grant shall vest in 3 equal installments on October 1, 2015, 2016 and 2017, subject to the Reporting Person's continuous service through each applicable 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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