CUBIC CORP /DE/

Form 4

February 23, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

Expires:

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * THOMAS JOHN D			2. Issuer Name and Ticker or Trading Symbol CUBIC CORP /DE/ [CUB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)
			(Month/Day/Year)	Director 10% Owner
9333 BALBOA AVENUE		Е	02/19/2016	X Officer (give title Other (specify below)
				EVP/CFO
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
			Filed(Month/Day/Year)	Applicable Line)
SAN DIEGO), CA 92123			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State)	(Zip) 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. 4. Securities Acquired (A) 5. Amount of 6. Transactior Disposed of (D) Securities Owner Code (Instr. 3, 4 and 5) Beneficially Form: Owned Direct Following or Indi Reported (I) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price	Beneficial (D) Ownership rect (Instr. 4)					
Common Stock	02/19/2016		$J_{\underline{(1)}}$ 994.9808 A $\begin{array}{c} \$ \\ 33.87 \end{array}$ 2,146.8329 I	Cubic 401(K) (2)					
Common Stock			100 I	John David Thomas IRA (3)					
Common Stock			1,969.83 I	The John David Thomas 1998 Trust (4)					

Common Stock 14,625 I Thomas 2009 Trust (5)

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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

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

THOMAS JOHN D 9333 BALBOA AVENUE SAN DIEGO, CA 92123

EVP/CFO

Signatures

Angela L. Hartley, Attorney-in-fact for John D.
Thomas

02/23/2016

**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) Represents securities acquired through Cubic's 401(K)Plan.

Reporting Owners 2

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- (2) Represents shares held by the Reporting Person's 401(K).
- (3) Represents shares held by the John David Thomas IRA, of which the Reporting Person is the Trustee with full voting and disposition rights.
- (4) Represents shares held by the John David Thomas 1998 Trust, of which the Reporting Person is the Trustee with full voting and disposition rights.
- (5) 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.

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.