CUBIC CORP/DE/ Form 4

October 03, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

808

11.095

6,924

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January 31, 2005

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Estimated average

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OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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

2. Issuer Name and Ticker or Trading

See Instruction 1(b).

(Print or Type Responses)

Stock

Common

Common

Stock

Stock

10/01/2014

10/01/2014

1. Name and Address of Reporting Person *

FELDMANN BRADLEY H Issuer Symbol CUBIC CORP /DE/ [CUB] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify 9333 BALBOA AVENUE 10/01/2014 below) below) President/CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SAN DIEGO, CA 92123 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) Owned Ownership (Instr. 8) (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price The Feldmann Common

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

M

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11.095

4,171

(2)

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D

Family

Trust DTD 04-20-12

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SEC 1474 (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)	4. Transactio Code (Instr. 8)	5. Number owf 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 (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	(3)	(3)	Common Stock	2,273	g
Restricted Stock Units	<u>(1)</u>	10/01/2014	M	7,713	<u>(4)</u>	<u>(4)</u>	Common Stock	7,713	d
Restricted Stock Units	(1)	10/01/2014	M	1,109	(5)	(5)	Common Stock	1,109	ğ

Reporting Owners

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

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).

Reporting Owners 2

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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 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. 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.