CUBIC CORP/DE/ Form 4 October 03, 2014

FORM 4

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

OMB APPROVAL OMB

Expires:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31,

Section 16. Form 4 or Form 5 obligations

SECURITIES

Estimated average burden hours per response...

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

0.5

2005

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SULLIVAN ROBERT S

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CUBIC CORP /DE/ [CUB]

(Check all applicable)

(First) (Middle) (Last)

(Street)

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year) 10/01/2014

X_ Director Officer (give title

10% Owner Other (specify

9333 BALBOA AVENUE

(Zip)

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

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

SAN DIEGO, CA 92123

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(State)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common Stock

(City)

(Instr. 3)

10/01/2014

M 2,472 8,689 A <u>(1)</u>

D

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

(Month/Day/Year)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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 Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	10/01/2014		M	758	(2)	(2)	Common Stock	758	
Restricted Stock Units	(1)	10/01/2014		M	1,714	(3)	(3)	Common Stock	1,714	

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner reduce, reduces	Director	10% Owner	Officer	Other			
SULLIVAN ROBERT S 9333 BALBOA AVENUE	X						
SAN DIEGO, CA 92123	21						

Signatures

Angela L. Hartley, Attorney-in-fact for Robert S.
Sullivan

**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) This is the first of 2 vesting installments of RSUs granted to the Reporting Person on December 12, 2013. The remaining 757 shares from such grant shall vest on October 1, 2015, subject to the Reporting Person's continuous service through each application vesting date.
- (3) Fully releasable.

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.

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