

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 *
THOMAS JOHN D

(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)
EVP/CFO

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					1,139	I	Reporting Person's 401(k) ⁽⁵⁾
Common Stock					1,469	D	
Common Stock	10/01/2013		M	6,428 ⁽¹⁾ A	\$ 53.78 7,897	D	
Common Stock	10/01/2013		A	14 ⁽²⁾ A	\$ 53.78 7,911	D	
Common Stock	10/01/2013		F	2,422 ⁽³⁾ D	\$ 53.78 5,489	D	

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- (3) 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 installments of RSUs granted to the Reporting Person on March 21, 2013. The remaining 19,281 of 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.

- (5) Between January 1, 1999 and September 30, 2013, the reporting person acquired 1,139 shares of CUB common stock under the CUB 401(k) plan. The information in this report is based on a plan statement dated as of September 30, 2013.

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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