Edgar Filing: CUBIC CORP /DE/ - Form 4

Form 4	/DE/									
December 16,	2013									
	Л								PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB Number:	3235-0287	
Check this if no longer										
subject to Section 16. Form 4 or Form 5	MENT O		SECUI	Estimated burden hou response	urs per					
obligations may continu <i>See</i> Instruct 1(b).	ue. Section 17((a) of the l	Public U	tility Hol	lding Coi		inge Act of 1934, t of 1935 or Secti 1940			
(Print or Type Res	sponses)									
1. Name and Address of Reporting Person <u>*</u> THOMAS JOHN D			2. Issuer Name and Ticker or Trading Symbol CUBIC CORP /DE/ [CUB]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction				(Check all applicable)			
9333 BALBOA AVENUE			(Month/Day/Year) 12/12/2013				Director 10% Owner X Officer (give title Other (specify below) below) EVP/CFO			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
SAN DIEGO,	CA 92125						Person			
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	Transaction Date Ionth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D)	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)	
Reminder: Report	t on a separate line	e for each cl	ass of sec	urities bene	-	-	-			
					inforr requi	nation con red to resp ays a curre	spond to the colle tained in this form ond unless the fo ently valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

Edgar Filing: CUBIC CORP /DE/ - Form 4

(Instr. 3)	Price of (N Derivative Security		(Month/Day/Year)	(Month/Day/Year) (Instr. 8)			Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	12/12/2013		А	7,575		(2)	(2)	Common Stock	7,575	\$
Restricted Stock Units	<u>(1)</u>	12/12/2013		А	7,575		(3)	(3)	Common Stock	7,575	\$

Reporting Owners

Reporting Owner Name / Address	Relationships							
I B	Director	10% Owner	Officer	Other				
THOMAS JOHN D 9333 BALBOA AVENUE SAN DIEGO, CA 92123			EVP/CFO					
Signatures								
Angela L. Hartley, Attorney-in-fact		12/16/2013						

<u>**</u>Signature of Reporting Person

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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of CUB common stock.

Date

The RSUs vest on the date the Board of Directors of CUB certifies CUB's sale growth, EBITDA growth, and return on equity for the three-year performance period ending on September 30, 2016, subject to the reporting person's continued service with CUB through such

(2) vesting date, except as otherwise provided in the applicable RSU agreement. The RSUs vest based 40% on sales growth, 30% on EBITDA growth, and 30% on the return on equity achieved by CUB during such performance period. Dividend equivalent rights accrue with respect to the RSUs when and as dividends are paid on CUB common stock and vest proportionately with the RSUs to which they related. Vested shares and accrued dividends will be delivered to the reporting person following the vesting date.

The RSUs vest in two equal installments on each of October 1, 2014 and 2015, subject to the reporting person's continued service as a director with CUB through such date. Dividend equivalent rights accrue with respect to the RSUs when and as dividends are paid on CUB

(3) an even with cost and use propertionately with the RSUs to which they relate. Vested shares and accrued dividends will be delivered to the reporting person following each 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.