CUBIC CORP/DE/

Form 4

November 04, 2015

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ZABLE WALTER C Issuer Symbol CUBIC CORP /DE/ [CUB] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify X_ Officer (give title 9333 BALBOA AVENUE 11/02/2015 below) Exec. Chairman of the Board (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 (A) or 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionDisposed of (D) Securities Ownership Indirect (Instr. 3, 4 and 5) (Instr. 3) Code Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership

		Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	11/02/2015	S <u>(1)</u>	183,060		\$ 44.8134 (2)	1,647,109	I	The Walter C. Zable Trust U/A/D 2/7/06 (3)
Common Stock						958	D	
Common Stock						229,297	I	Zable Survivors Trust (4)

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Common Stock	187,370	I	Zable QTIP Marital Trust (4)
Common Stock	32,593	I	Reverse QTIP Marital Trust (4)
Common Stock	16,108	I	Zable NonQTIP Marital Trust (4)
Common Stock	164,229	I	Trusts for Reporting Person's Children

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

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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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	•	6. Date Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ction	Vumber	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	0	f	(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8) D	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				S	ecurities			(Instr	. 3 and 4)	
	Security				Α	Acquired					
					(1	A) or					
					D	Disposed					
					0	f (D)					
					(1	Instr. 3,					
					4	, and 5)					
										Amount	
							Date	Expiration	 .	or	
							Exercisable Date	Title Number	Number		
									of		
				Code	V (A) (D)				Shares	

Reporting Owners

ıps

Director 10% Owner Officer Other

X Exec. Chairman of the Board

Reporting Owners 2

ZABLE WALTER C 9333 BALBOA AVENUE SAN DIEGO, CA 92123

Signatures

Angela L. Hartley, Attorney-in-fact for Walter C. Zable

11/04/2015

**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) These sales were made pursuant to a 10b-5 trading plan adopted by the Reporting Person on May 21, 2015, for the purpose of diversification.
- (2) The share price noted represents the weighted average price per share, with sales ranging from \$44.75 to \$45.76.
- (3) The Walter C. Zable Trust U/A/D for which the Reporting Person is Trustee.
- (4) The reported securities are owned by the named trusts of which the Reporting Person is co-trustee. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (5) The reported securities are held in 3 trusts for the Reporting Person's children, for which the Reporting Person is Trustee.

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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