

CIENA CORP
Form 4/A
February 24, 2014

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rothenstein David M

(Last) (First) (Middle)

C/O CIENA CORPORATION, 7035
RIDGE RD.

(Street)

HANOVER, MD 21076-1426

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CIENA CORP [CIEN]

3. Date of Earliest Transaction
(Month/Day/Year)

02/14/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/18/2014

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Sr. VP, General Counsel

6. Individual or Joint/Group Filing(Check
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

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 Ownership (Instr. 4)
Common Stock	02/14/2014		M	2,678 A	\$ 16.87 256,805 ⁽¹⁾	D	
Common Stock	02/14/2014		S ⁽²⁾	2,678 D	\$ 25 254,127 ⁽¹⁾	D	
Common Stock	02/14/2014		M	2,142 A	\$ 19.95 256,269 ⁽¹⁾	D	
Common Stock	02/14/2014		S ⁽²⁾	2,142 D	\$ 25 254,127 ⁽¹⁾	D	

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)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of 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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 16.87	02/14/2014		M		2,678		<u>(3)</u>	10/26/2014	Common Stock	2,678
Non-Qualified Stock Option (right to buy)	\$ 19.95	02/14/2014		M		2,142		<u>(3)</u>	12/10/2014	Common Stock	2,142

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rothenstein David M C/O CIENA CORPORATION 7035 RIDGE RD. HANOVER, MD 21076-1426	Sr. VP, General Counsel

Signatures

By: Erik Lichter For: David M
Rothenstein 02/21/2014

__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).

(1) Shares reported include unvested Restricted Stock Units (RSUs).

(2) Sales were effected pursuant to Rule 10b5-1 trading plan dated 7/15/2013.

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(3) Option is fully vested.

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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