CUBIC CORP /DE/
Form 11-K
March 30, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(D)

OF THE SECURITIES ACT OF 1934

(Mark One):

x ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES ACT OF 1934.

For the Fiscal Year Ended September 30, 2006

OR

o TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES ACT OF 1934 [NO FEE REQUIRED].

For the transition period from to .

1-8931
Commission File Number

A. Full title of the plan and the address of the plan, if different from that of the issue named below:

CUBIC CORPORATION EMPLOYEES PROFIT SHARING PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

CUBIC CORPORATION

9333 Balboa Avenue

San Diego, California 92123

Telephone (858) 277-6780

CUBIC CORPORATION EMPLOYEES PROFIT SHARING PLAN

Financial Statements and Supplemental Schedule

September 30, 2006 and 2005

Table of Contents

2006 Report of Independent Registered Certified Public Accounting Firm

2005 Report of Independent Registered Certified Public Accounting Firm

Financial Statements:

Statements of Net Assets Available for Benefits

Statement of Changes in Net Assets Available for Benefits

Notes to Financial Statements

* Supplemental Schedule:

Schedule H, line 4i Schedule of Assets (Held at End of Year)

* Other schedules required by Section 2520.103-10 of the United States Department of Labor s Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.

Report of Independent Registered Certified Public Accounting Firm

To the Administrator and Participants of the

Cubic Corporation Employees Profit Sharing Plan:

We have audited the accompanying statement of net assets available for benefits of the Cubic Corporation Employees Profit Sharing Plan as of September 30, 2006, and the related statement of changes in net assets available for benefits for the year ended September 30, 2006. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of September 30, 2006, and the changes in net assets available for benefits for the year ended September 30, 2006 in conformity with U.S. generally accepted accounting principles.

Our audit was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held at end of year as of September 30, 2006 is presented for purposes of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the United States Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan s management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ MAYER HOFFMAN McCANN, P.C.

San Diego, California

March 29, 2007

1

Report of Independent Registered Certified Public Accounting Firm

To the Administrator and Participants of the

Cubic Corporation Employees Profit Sharing Plan:

We have audited the accompanying statement of net assets available for benefits of the Cubic Corporation Employees Profit Sharing Plan as of September 30, 2005. This financial statement is the responsibility of the Plan s management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statement referred to above presents fairly, in all material respects, the net assets available for benefits of the Plan as of September 30, 2005, in conformity with U.S. generally accepted accounting principles.

/s/ TEDDER, JAMES , WORDEN & ASSOCIATES, P.A.

Orlando, Florida

January 19, 2006

2

CUBIC CORPORATION EMPLOYEES PROFIT SHARING PLAN

Statements of Net Assets Available for Benefits

September 30, 2006 and 2005

	2006	2005
Assets:		
Investments, at contract value:		
Guaranteed interest funds	$ 76,632,095	$ 78,453,383
Investments, at fair value:		
Pooled separate accounts	68,385,611	63,760,374
Registered investment companies	72,886,302	64,620,282
Common collective trust	7,698,962	7,564,348
Cubic Corporation common stock	2,376,393	2,910,601
Participant loans	3,733,258	3,655,884
Total investments	231,712,621	220,964,872
Receivables:		
Employer s contribution	4,410,095	4,738,743
Participants contributions	669,522	648,262
Total receivables	5,079,617	5,387,005
Net assets available for benefits	$ 236,792,238	$ 226,351,877

See the accompanying notes to financial statements.

3

CUBIC CORPORATION EMPLOYEES PROFIT SHARING PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended September 30, 2006

Additions to net assets attributed to:	
Investment income:	
Interest and dividends	$ 1,211,027
Interest on guaranteed interest funds	2,877,877
Net appreciation in fair value of investments	9,315,772
Total investment income	13,404,676
Contributions:	
Employer s	8,577,576
Participants	9,181,327
Participants rollovers from other qualified plans	371,933
Total contributions	18,130,836
Total additions	31,535,512
Deductions from net assets attributed to:	
Benefits paid to participants	21,072,051
Administrative expenses	23,100
Total deductions	21,095,151
Net increase	10,440,361
Net assets available for benefits:	
Beginning of year	226,351,877
End of year	$ 236,792,238

See the accompanying notes to financial statement.

4

CUBIC CORPORATION EMPLOYEES PROFIT SHARING PLAN

Notes to Financial Statements

(1) Plan Description

The following description of the Cubic Corporation Employees Profit Sharing Plan (the Plan) provides only general information. Participants of the Plan should refer to the Plan agreement for a more complete description of the Plan.

(a) General

The Plan, which was effective June 15, 1956 and amended from time to time thereafter, is a defined contribution plan covering all eligible full and part-time employees of Cubic Corporation and affiliated companies (collectively, the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan covers all full-time employees (or part-time employees who work at least 20 hours a week) of the Company immediately upon date of hire. Prior to January 1, 2005, employees classified as temporary full-time, part-time or on-call employees were eligible after completion of at least one year of service and could enter the Plan on the subsequent January 1, April 1, July 1, or October 1. As of January 1, 2005, the Plan was amended so that these employees are eligible immediately upon date of hire.

(b) Contributions

Plan participants may voluntarily contribute up to 30% of their pre-tax and after-tax annual compensation (up to the IRS maximum allowable amount), as defined by the Plan, to the Plan. Participants may also rollover amounts representing distributions from other eligible retirement plans. All contributions are held in a trust and invested by the Plan s custodian in accordance with the options elected by the participants (i.e. all investments are participant-directed). Participants may elect to invest their contributions and the Company s discretionary contributions in 1% increments in the guaranteed interest funds, pooled separate accounts, registered investment companies, common collective trust, and/or the Company s common stock. Participants may change their investment options daily. The maximum allowable calendar-year pre-tax voluntary contribution, as determined by the Internal Revenue Service, was $15,000 for 2006 and $14,000 for 2005.

The Plan provides for a Company discretionary profit sharing contribution, at the option of its Board of Directors. Discretionary profit sharing contributions to the Plan are allocated based on the ratio of each participant s compensation to total compensation of all eligible participants. Plan participants must be employed by the Company as of the Plan s year end, have at least one year of service and have earned at least 500 hours of service during the Plan year to be eligible for the discretionary profit sharing contributions. For the year ended September 30, 2006, the Company s discretionary profit sharing contribution was 8.5% of salary, computed to maximum IRS limitations.

Based on collective bargaining agreements, the Plan provides for a dollar-for-dollar matching contribution of the first 4% of an employee s 401k salary deferrals for its subsidiary Cubic Worldwide Technical Services.

(c) *Participants Accounts*

Each participant s account is credited with the participant s contributions and their pro rata share of the Company s discretionary profit sharing contributions (if any), an allocation of Plan earnings or losses including market value adjustments on Plan investments. Allocations are based on participant earnings or account balances, as defined in the Plan agreement. The nonvested portion of a participant s employer discretionary contribution account will be forfeited as of the earlier of the date of termination of employment if he or she has no vested interest or the date on which he or she has five consecutive years of five hundred or less hours of service. Any remaining forfeited balances of terminated participants non-vested accounts after payment of certain administrative expenses and restoration of forfeitures of re-employed participants are allocated to participants who are employed on the last day of the Plan year in the ratio that each eligible participant s Company discretionary contribution bears to the Company discretionary contributions of all eligible participants. The benefit to which a participant is entitled is the benefit that can be provided from the participant s vested account. Forfeitures amounted to $101,994 during the year ended September 30, 2006. As of September 30, 2006 and 2005, unused forfeitures amounted to $942,830 and $946,110, respectively.

(d) *Vesting*

Employee contributions and rollover contributions plus or minus actual earnings or losses thereon have full and immediate vesting. Employer discretionary profit sharing contributions (and earnings or losses thereon) vest according to the following schedule:

Years of service	**Vesting percentage**
Less than 1	0%
1	20%
2	40%
3	60%
4	80%
5 or more	100%

6

Participant accounts become fully vested upon death, disability, attainment of normal retirement age, termination due to lay-off by a participating employer, or upon termination of the Plan. The Company may authorize a percentage of the Company s annual contribution to be transferred to the pre-tax account of non-highly compensated participants, and the participants then become immediately vested in those contributions.

(e) Distribution of Participants Accounts

The entire vested balance of a participant s account may be distributed at the date of the participant s retirement from the Company, in cases of financial hardship, termination from service from the Company, death, or permanent and total disability. Participants still employed are eligible for two distributions of their after-tax and rollover contributions per each Plan year and up to 65% of their vested portion of the employer discretionary profit sharing contributions once every five years. The normal retirement age, as defined by the Plan, is the later date at which participants reach the age of 65 or have reached five years of service. If a participant terminates before retirement, the participant will receive either a lump sum payment of their account balance or if the account exceeds $1,000, the participant may elect any distribution date up to age 70½.

(f) Participant Loans

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. A participant may not have more than two loans outstanding at any time and no new loans may be made to a participant at a time when he or she is in default on any payment required to be made on a previous loan. The loans, which are collateralized by the balance in the participant s account, bear interest at prime plus 1%, which ranged from 5% to 10.5% at September 30, 2006, as determined on the first business day of each calendar quarter, and that such rate will be effective for all new loans initiated on and after the first business day of the following quarter, and will be in effect until a new rate is established. Principal and interest is paid ratably through monthly payroll deductions. All loans are repaid within a period of five years and have maturity dates ranging from October 2006 through October 2011.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements are prepared under the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

(b) ***Use of Estimates***

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

(c) ***Investment Valuation and Income Recognition***

The Plan s pooled separate accounts, registered investment companies, and common collective trust are stated at fair value as determined by Prudential Insurance Company of America, (the Custodian), and are based on the net asset value of units held by the Plan at year-end. The shares of Cubic Corporation common stock are valued at quoted market prices at year-end, as reported by the Custodian. Participant loans are valued at the amount of unpaid principal, which approximates fair value.

Investment contracts held in Guaranteed Interest Funds are valued at contract value, which represents contributions, reinvested income, less any withdrawals plus accrued interest. The investment contracts are fully benefit responsive because participants may direct withdrawals and transfers to contract value. Interest rates approximate market rates. The average yield on the contracts were 3.72% and 3.76% for 2006 and 2005, respectively. The crediting interest rates are reviewed quarterly but cannot be less than 3% and were 4.15% and 3.50% at September 30, 2006 and 2005, respectively. The fair value of the Guaranteed Interest Fund at September 30, 2006 and 2005 was $75,994,218 and $78,959,242 respectively. There are no reserves against contract value for credit risk of the contract issuer or otherwise. Participants may not transfer between the Guaranteed Interest Fund, the Money Market Fund, the Long-Term Bond Index Fund and the Stable Value Fund without first investing in another investment option of the Plan for a period of 90 days.

Interest income is recognized when earned. Dividend income is recorded on the ex-dividend date. Realized gains and losses on investments are recognized upon the sale of the related investments and unrealized appreciation or depreciation is recognized at period end when the carrying values of the related investments are adjusted to their estimated fair market value. Purchase and sales of securities are reflected on a trade-date basis.

Earnings on investments, with the exception of participant loans, are allocated on a pro rata basis to individual participant accounts based on the type of investment and the ratio of each participant s individual account balance to the aggregate of participant account balances. The portion of interest included in each loan payment made by a participant is recognized as interest income in the participant s individual account.

(d) Net Appreciation (Depreciation) in Fair Value of Investments

The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

(e) Risk and Uncertainties

The Plan provides for various investment options in guaranteed interest funds, pooled separate accounts, registered investment companies, a common collective trust, and Cubic Corporation common stock. These investment securities are exposed to various risks, such as interest rate, market, and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the values of the investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term, and that such changes could materially affect participants account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

(f) Concentration of Credit Risk

Financial instruments which potentially subject the Plan to concentrations of credit risk consist of the Plan s investments. Management believes that the Custodian maintains the Plan s investments with high credit quality institutions and attempts to limit the credit exposure to any particular investment.

(g) Payments of Benefits

The Plan records benefit payments to withdrawing participants when paid. Under the rules for preparation of Form 5500, the Plan s Form 5500 will reflect an accrual for the amount to be paid to participants who withdrew from the Plan prior to year-end, and who had requested a distribution which was approved but not yet paid at period end, if any. There were no unpaid distributions at September 30, 2006 or 2005.

(h) *Administrative Expenses*

The Company provides certain administrative and accounting services to the Plan at no cost. Most administrative expenses are paid directly by the Plan sponsor and include audit fees and legal fees. Administrative expenses incurred by the Plan include loan fees charged directly to the participants accounts and investment management fees which are netted against investment returns.

(i) *New Accounting Standards Effective in Future Periods*

In December 2005, the Financial Accounting Standards Board (FASB) approved a FASB Staff Position (FSP), AAG INV-1 and SOP 94-4-1 Reporting of fully benefit responsive investment contracts held by certain investment companies subject to the AICPA investment company guide and defined-contribution healthcare, welfare and pension plans , that addresses the application of contract value accounting for benefit-responsive investment contracts, such as the Prudential Guaranteed Interest Funds. This FSP will require the presentation of both the fair value and the contract value of fully benefit-responsive investment contracts in the Plan s financial statements and will change the footnote disclosure of such investment contracts. The FSP will be effective for Plan years ending after December 15, 2006 and management is in the process of determining the impact of this new pronouncement on the Plan s financial statements.

(3) Investments

The following presents investments that represent 5% or more of the Plan s net assets as of September 30:

	2006	2005
Guaranteed Interest Funds	$ 76,632,095	$ 78,453,383
Prudential Core Equity Stock Fund	$ 22,243,560	$ 18,314,066
Jennison Equity Fund	$ 20,884,742	$ 21,952,691
Prudential Money Market Account	$ 16,014,349	$ 14,225,930
Davis New York Venture Fund	$ 15,803,268	$ 14,843,716
Janus Worldwide Fund	$ 12,015,180	$ 12,211,765

10

The Plan s investments (including gains and losses on investments bought and sold, as well as those held during the year) appreciated in value by $9,315,772 during the year ended September 30, 2006 as follows:

	2006
Pooled separate accounts	$ 4,011,054
Registered investment companies	4,432,444
Common collective trust	318,674
Cubic Corporation common stock	553,600
	$ 9,315,772

(4) Tax Status

The Plan received a favorable tax determination letter from the Internal Revenue Service dated May 5, 2004, which states that the Plan as then designed, qualifies under the applicable provisions of the Internal Revenue Code and that it is therefore exempt from federal income taxes. The Plan has been amended since receiving this determination letter. In the opinion of the plan administrator and the Plan s tax counsel, the Plan continues to meet the Internal Revenue Code requirements and is currently operating such that its exempt status has been maintained. Accordingly, no provision for income taxes has been included in the accompanying financial statements.

(5) Plan Termination and Amendment

Although the Company has not expressed any intent to do so, the Company has the right, under the Plan agreement, to amend any or all provisions of the Plan as well as discontinue contributions and terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become vested 100% in their accounts, and the net assets of the Plan must be allocated among the participants and beneficiaries of the Plan in the order provided for by ERISA.

(6) Party-In-Interest

Section 3(14) of ERISA defines a party-in-interest to include, among others, fiduciaries or employees of the Plan, any person who provides services to the Plan, or an employer whose employees are covered by the Plan. Certain Plan investments are shares of pooled separate accounts and a common collective trust managed by Prudential Insurance Company of America. The Jennison Dryden Funds are owned by the Prudential Insurance Company of

11

America. Prudential Insurance Company of America is the Custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Five Board of Trustees members are currently participants in the Plan and an officer of the Company serves as the trustee and plan administrator of the Plan. In addition, Plan investments include investments in the Company s common stock; therefore, these transactions also qualify as party-in-interest transactions. The Plan purchased and sold approximately 28,600 and 79,400 shares, respectively of the Company s common stock during the year ended September 30, 2006. Fees paid to the Custodian by the Plan for investment services amounted to approximately $23,100 during the year ended September 30, 2006.

(7) Form 5500

There were no differences between the accompanying financial statements as of September 30, 2006 and 2005 and the financial information reported on the Form 5500.

(8) Subsequent Plan Amendments

Beginning with the first pay period after January 1, 2007, the Company will begin providing a company matching contribution to the Plan on a dollar-for-dollar basis for the first 3% of eligible employee 401(k) salary deferrals. These company matching contributions will apply for all Plan participants employed by the participating divisions of the Company who are at least 21 years of age and have completed six months of service, and will be immediately vested. Employees who are hired or re-hired by the Company after December 31, 2006 will be automatically enrolled in the Plan and will begin deferring eligible salary at a rate of 3% as contributions into the Plan unless the participants elect not to make such contributions in accordance with the procedures prescribed by the Plan.

SUPPLEMENTAL SCHEDULE

13

Schedule H, line 41 Schedule of Assets (Held at End of Year)

September 30, 2006

EIN #95-1678055

Plan #001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost**	(e) Current value
*	The Prudential Insurance Company of America	Guaranteed Interest Funds	$	$ 76,632,095
*	The Prudential Insurance Company of America	Pooled Separate Accounts Prudential Core Equity Stock Fund		22,243,560
*	Jennison Dryden Funds	Pooled Separate Accounts Jennison Equity Fund		20,884,742
*	The Prudential Insurance Company of America	Pooled Separate Accounts Prudential Money Market Account		16,014,349
	Davis Funds	Registered Investment Companies Davis New York Venture Fund		15,803,268
	Janus Funds	Registered Investment Companies Janus Worldwide Fund		12,015,180
*	The Prudential Insurance Company of America	Pooled Separate Accounts Prudential Institutional Active Balanced Fund		9,242,960
	Janus Funds	Registered Investment Companies Janus Growth & Income Fund		9,241,290
	Franklin-Templeton Funds	Registered Investment Companies Franklin Small-Mid Cap Growth Fund		7,810,765
	Well Fargo Bank Minnesota, N.A.	Common Collective Trust Prudential Stable Value Fund		7,698,962
	American Century Investments	Registered Investment Companies American Century International Growth Fund		7,656,917
*	Jennison Dryden Funds	Registered Investment Companies Dryden Stock Index Fund		6,305,677
	PIMCO Funds	Registered Investment Companies PIMCO Total Return Fund		5,255,904
	AIM Funds	Registered Investment Companies AIM Investco Dynamics Fund		4,988,463
	American Century Investments	Registered Investment Companies American Century Government Bond Investment Fund		3,798,533
*	Cubic Corporation	Equity Securities Cubic Corporation Common Stock		2,376,393
*	The Prudential Insurance Company of America	Registered Investment Companies AP Fund		10,305
*	Participant Loans	Various maturities (Interest rates from 5.0% - 10.5%)		3,733,258
			$	$ 231,712,621

* Party-in-interest

** Historical cost is not required as all investments are participant-directed.

14

B. Exhibit List.

Exhibit 23.1	Consent of Mayer Hoffman McCann P.C.
Exhibit 23.2	Consent of Tedder, James, Worden & Associates, P.A.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, The Cubic Corporation Employees Profit Sharing Plan has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

Cubic Corporation Employees Profit Sharing Plan

Date: March 29, 2007

By: /s/ John D. Thomas

John D. Thomas
Vice President Finance
and Plan Administrative Committee Member