

CUBIC CORP /DE/
Form 4
June 24, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ZABLE WALTER C

(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)
06/22/2015

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)
Exec. Chairman of the Board

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|---|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock | 06/22/2015 | | S ⁽¹⁾ | | 33,053 | D | \$ 49.0232 <u>(2)</u> | 2,344,837 | I | The Walter C. Zable Trust U/A/D 2/7/06 ⁽⁵⁾ |
| Common Stock | 06/23/2015 | | S ⁽¹⁾ | | 70,000 | D | \$ 49.6283 <u>(3)</u> | 2,274,837 | I | The Walter C. Zable Trust U/A/D 2/7/06 ⁽⁵⁾ |

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| 1. Title of 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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) | |
|---------------------------------|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|---|
| Common Stock | | 06/24/2015 | | S ⁽¹⁾ | 31,400 D | \$ 49.8282 <u>(4)</u> | 2,243,437 | | I | The Walter C. Zable Trust U/A/D 2/7/06 ⁽⁵⁾ |
| Common Stock | | | | | | | 229,297 | | I | Zable Survivors Trust ⁽⁶⁾ |
| Common Stock | | | | | | | 187,370 | | I | Zable QTIP Marital Trust ⁽⁶⁾ |
| Common Stock | | | | | | | 32,593 | | I | Reverse QTIP Marital Trust ⁽⁶⁾ |
| Common Stock | | | | | | | 16,108 | | I | Zable NonQTIP Marital Trust ⁽⁶⁾ |
| Common Stock | | | | | | | 164,229 | | I | Trusts for Reporting Person's Children ⁽⁷⁾ |

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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ZABLE WALTER C 9333 BALBOA AVENUE SAN DIEGO, CA 92123 | X | X | Exec. Chairman of the Board | |

Signatures

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

06/24/2015

__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 10b5-1 trading plan adopted by the Reporting Person on May 21, 2015, for the purpose of diversification. It is the current intent of the Reporting Person to sell shares in an amount not to exceed 750,000 shares total.
- (2) The share price noted represents the weighted average price per share, with sales ranging from \$48.79 to \$49.43.
- (3) The share price noted represents the weighted average price per share with sales ranging from \$48.87 to \$49.93.
- (4) The share price noted represents the weighted average price per share with sales ranging from \$49.55 to \$49.925.
- (5) The Walter C. Zable Trust U/A/D for which the Reporting Person is Trustee.
- (6) 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.
- (7) 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.