

CUBIC CORP /DE/
Form 4
October 03, 2013

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 *
Shewmaker Stephen O

(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)
10/01/2013

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)
President, CTS and EVP

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock					506	I	IRA ⁽⁵⁾
Common Stock	10/01/2013		M		6,428 ₍₁₎ \$ 53.78	D	
Common Stock	10/01/2013		A		14 ⁽²⁾ \$ 53.78	D	
Common Stock	10/01/2013		F		2,422 ₍₃₎ \$ 53.78	D	

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

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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. Pr Deriv Secur (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	10/01/2013		M	6,428	<u>(4)</u>	<u>(4)</u>	Common Stock	6,428

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Shewmaker Stephen O 9333 BALBOA AVENUE SAN DIEGO, CA 92123	President, CTS and EVP

Signatures

Stephen O
Shewmaker 10/03/2013

**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) Reflects the issuance of shares of CUB common stock upon vesting of the first installment of restricted stock units ("RSUs") granted on March 21, 2013. Each RSU granted at that time represented a contingent right to receive one share of CUB common stock.

Represents shares issued in respect of dividends that accrued on the shares issuable upon vesting of the RUSs on October 1, 2013, as reported in line 1 of this Form 4. The number of shares of CUB common stock issuable to the Reporting Person was determined on

(2) October 1, 2013, based on the aggregate cash dividends declared on CUB's common stock while such RSUs were outstanding, divided by \$53.78, representing the closing price per share of CUB common stock on October 1, 2013. Fractional shares that would have been issued based on such calculation have been rounded down.

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- (3) Shares withheld by CUB to satisfy the minimum statutory tax withholding obligations that arose upon the vesting of RSUs and issuance of shares of CUB common stock in respect of dividends accrued on the shares underlying such RSUs on October 1, 2013, as reported in lines 1 and 2 of this Form 4.

- (4) This is the first of four (4) vesting installments of RSUs granted to the Reporting Person on March 21, 2013. The remaining 19,281 of shares from such grant shall vest in three equal installments on October 1, 2014, 2015, and 2016, each case subject to the Reporting Person's continuous service through each application vesting date.

- (5) Represents shares held in Reporting Person's IRA.

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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