

Rothenstein David M
Form 4
March 21, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Rothenstein David M

2. Issuer Name and Ticker or Trading Symbol
CIENA CORP [CIEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O CIENA CORPORATION, 7035 RIDGE RD.

3. Date of Earliest Transaction (Month/Day/Year)
03/20/2019

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

Sr. VP, General Counsel

(Street)

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

HANOVER, MD 21076-1426

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D) Code V Amount Price			
Common Stock	03/20/2019		F	598 ⁽¹⁾ D \$ 37.92	286,900 ⁽²⁾	D	
Common Stock	03/20/2019		F	453 ⁽³⁾ D \$ 37.92	286,447 ⁽²⁾	D	
Common Stock	03/20/2019		F	468 ⁽⁴⁾ D \$ 37.92	285,979 ⁽²⁾	D	
Common Stock	03/20/2019		F	436 ⁽⁵⁾ D \$ 37.92	285,543 ⁽²⁾	D	

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

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Represents shares withheld to cover payment of the tax liabilities of the reporting person related to a restricted stock unit (RSU) award agreement dated 12/15/2015. Acquisition of the RSU was previously reported in Table I of reporting person's Form 4 on 12/17/2015.

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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