CUBIC CORP /DE/

Form 4

December 24, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

X Form filed by One Reporting Person

January 31, 2005

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading THOMAS JOHN D Issuer Symbol CUBIC CORP /DE/ [CUB] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 9333 BALBOA AVENUE 12/24/2014 below) below) EVP/CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

 S_{I}

SAN DIEC	GO, CA 92123		Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Table I - Nor	n-Derivative Securities Ac	quired, Disposed	of, or	Beneficially Owned		
.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of		

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	/Day/Year) Execution Date, if Transaction(A)			rities Acquired Disposed of (D) 3, 4 and 5) (A) or nt (D) Price		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)
Common Stock					()		1,145.0599 (1)	I	Cubic Corporation 401(k) (1)
Common Stock	10/01/2014(2)		<u>J(2)</u>	969.83	D	\$ 0	9,714 (2)	D	
Common Stock	10/01/2014(3)		J <u>(3)</u>	9,714	D	\$ 0 (3)	0	D	
Common Stock (2)	10/01/2014		J(2)	969.83	A	\$ 0 (2)	969.83	I	The John David 1998 Trust
	10/01/2014(3)		J(3)	9,714	A	\$ 0 (3)	9,714	I	

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Common Stock								The Thomas Family 2009 Trust
Common Stock	10/01/2014	S	2,500	D	\$ 53.75	7,214	I	The Thomas Family 2009 Trust

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

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transac Code (Instr. 8	0 8) E S A (A C	Number		ate	7. Titl Amou Under Secur (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				Code	V (.	A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address				
•	Director	10% Owner	Officer	Other
THOMAS JOHN D				
9333 BALBOA AVENUE			EVP/CFO	
SAN DIEGO CA 92123				

Signatures

Angela L. Hartley, attorney-in-fact for John D. Thomas 12/24/2014

**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).

Reporting Owners 2

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- (1) Represents shares held in Reporting Person's 401(k).
- (2) Reflects a transfer of shares without consideration from the Reporting Person to the John David Thomas 1998 Trust, of which the Reporting Person is the trustee with full voting and disposition rights.
- (3) Reflects a transfer of shares without consideration from the Reporting Persons to the Thomas Family 2009 Trust, of which the Reporting Person and his spouse are co-trustees with full voting and disposition rights.

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.