

CUBIC CORP /DE/

Form 4

October 22, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

10/20/2015

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)
Common Stock	10/20/2015		S ⁽¹⁾	67,513 D	\$ 44.1 (2)	2,108,169 I	The Walter C. Zable Trust U/A/D 2/7/06 ⁽⁴⁾
Common Stock	10/22/2015		S ⁽¹⁾	118,000 D	\$ (3)	44.3373 1,990,169 I	The Walter C. Zable Trust U/A/D 2/7/06 ⁽⁴⁾

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Common Stock	958	D	
Common Stock	229,297	I	Zable Survivors Trust ⁽⁵⁾
Common Stock	187,370	I	Zable QTIP Marital Trust ⁽⁵⁾
Common Stock	32,593	I	Reverse QTIP Marital Trust ⁽⁵⁾
Common Stock	16,108	I	Zable NonQTIP Marital Trust ⁽⁵⁾
Common Stock	164,229	I	Trusts for Reporting Person's Children ⁽⁶⁾

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

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(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

10/22/2015

__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 10b-5 trading plan adopted by the Reporting Person on May 21, 2015, for the purpose of diversification.
- (2) The share price noted represents the weighted average price per share, with sales ranging from \$44.00 to \$44.60.
- (3) The share price noted represents the weighted average price per share, with sales ranging from \$44.15 to \$44.77.
- (4) The Walter C. Zable Trust U/A/D for which the Reporting Person is Trustee.
- (5) 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.
- (6) The reported securities are held in 3 trusts for the Reporting Persons 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.

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