

Cox Karen Zable
 Form 4/A
 February 06, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Cox Karen Zable

2. Issuer Name and Ticker or Trading Symbol
 CUBIC CORP /DE/ [CUB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 9333 BALBOA AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/20/2012

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

SAN DIEGO, CA 92123
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/26/2012

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 (A) or (D) Price			
Common Stock	12/20/2012	12/20/2012	S	12,000 D \$ 47.85 (1)	218,045	D	
Common Stock	12/21/2012	12/21/2012	S	3,000 D \$ 48.1003	215,045	D	
Common Stock					275,000	I	Zable Special Trusts (2)
Common Stock					3,217,607	I	Zable Survivors' Trusts (2)
Common					5,137,047	I	Zable

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Stock							QTIP Marital Trust ⁽²⁾
Common Stock				130,477	I		Zable Trust Dated 1978 ⁽²⁾
Common Stock				50,157	I		Zable Reverse QTIP Marital Trust ⁽²⁾
Common Stock				16,108	I		Zable Non QTIP Marital Trust ⁽²⁾

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 Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cox Karen Zable 9333 BALBOA AVENUE			X	

SAN DIEGO, CA 92123

Signatures

Angela L. Hartley,
Attorney-in-fact

12/26/2012

__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) 5,000 shares sold at \$47.76, 5,000 shares sold at \$47.85, 2,000 shares sold at \$48.05.
 - (2) The reported securities are owned by the named trusts of which the Reporting Person is a co-trustee. The Reporting Person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.

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.