

CUBIC CORP /DE/  
Form 4  
October 03, 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 \*  
THOMAS JOHN D

(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  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
EVP/CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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	(D)	Price
Common Stock					1,139	I	Reporting Person's 401(k) <sup>(5)</sup>
Common Stock					1,469	D	
Common Stock	10/01/2013		M		6,428 <sup>(1)</sup>	A	\$ 53.78 7,897
Common Stock	10/01/2013		A		14 <sup>(2)</sup>	A	\$ 53.78 7,911
Common Stock	10/01/2013		F		2,422 <sup>(3)</sup>	D	\$ 53.78 5,489

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

## Reporting Owners

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

## Signatures

/s/ Angela L. Hartley, Attorney-in-fact for John D. Thomas  
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) Between January 1, 1999 and September 30, 2013, the reporting person acquired 1,139 shares of CUB common stock under the CUB 401(k) plan. The information in this report is based on a plan statement dated as of September 30, 2013.

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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