CIENA CORP Form 4/A April 08, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

| FITT LAWT | Symbol | Symbol CIENA CORP [CIEN] | | | | Issuer (Check all applicable) | | | | |
|-----------------|---------------------|--------------------------|----------------------------------|-------------|------------------|----------------------------------|---|------------------------|--------------------------|--|
| (Last) | (First) (M | Middle) 3. Date of | of Earliest Tr | ansaction | | | \ - | | -, | |
| | | (Month/ | Day/Year) | | | | _X_ Director | | % Owner | |
| C/O CIENA | N, 1201 03/23/2 | 03/23/2011 | | | | Officer (gives below) | ve title Oth below) | er (specify | | |
| WINTERSO | N ROAD | | | | | | ociow) | ociow) | | |
| (Street) 4. | | | 4. If Amendment, Date Original | | | | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Month/Day/Year) 03/30/2011 | | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| LIMITICO | | | | | Person | | | | | |
| (City) | (State) | (Zip) Tak | le I - Non-D | erivative S | Securi | ties Ac | quired, Disposed | of, or Beneficia | lly Owned | |
| 1.Title of | 2. Transaction Date | e 2A. Deemed | 3. | 4. Securi | | | 5. Amount of | 6. Ownership | 7. Nature of | |
| Security | (Month/Day/Year) | · · | 1 | | | Securities Form: Direct Indirect | | | | |
| (Instr. 3) | | any (Month/Day/Year | Code (Instr. 8) | 1 ' | | | Beneficially Owned | (D) or Indirect (I) | Beneficial I) Ownership | |
| | | (Wondin Buy) Tear | (msu. 0) | (msu. 3, | i dila | 3) | Following | (Instr. 4) | (Instr. 4) | |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | , | | |
| Common Stock | 03/23/2011 | | A(1) | 4,881 | A | \$0 | 34,631 <u>(2)</u> | D | | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: CIENA CORP - Form 4/A

| | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exerc | | 7. Titl | | 8. Price of | 9. Nu |
|--------------------------------------|---|---------------------|---|--------------------------------|--|---------------------|--------------------|------------------------------------|--|--------------------------------------|---|
| Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Transact Code (Instr. 8) | orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | : | | Amou Under Securi (Instr. | lying | Derivative Security (Instr. 5) | 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 | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| r g | Director | 10% Owner | Officer | Other | | | |
| FITT LAWTON W C/O CIENA CORPORATION 1201 WINTERSON ROAD LINTHICUM,, MD 21090 | X | | | | | | |

Signatures

By: Erik Lichter For: Lawton W. Fitt 04/08/2011

**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) Restricted stock units (RSUs) vests in three equal installments on the one-, two- and three-year anniversaries of the grant date.
- (2) Shares reported include unvested Restricted Stock Units (RSUs).

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.

Reporting Owners 2