

Rothenstein David M
Form 4
December 20, 2018

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 *
Rothenstein David M

2. Issuer Name and Ticker or Trading Symbol
CIENA CORP [CIEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O CIENA CORPORATION, 7035 RIDGE RD.

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2018

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

Sr. VP, General Counsel

(Street)

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

HANOVER, MD 21076-1426

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (D) or Price | | |
| Common Stock | 12/18/2018 | | A | | 21,733 (1) | A | \$ 0 286,595 (2) D |
| Common Stock | 12/18/2018 | | A | | 20,401 (3) | A | \$ 0 306,996 (2) D |

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

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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 or Value of Derivative Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Market Stock Units (2021) | \$ 0 | 12/18/2018 | | A | 8,693 (4) | (5) (5) | Common Stock | 8,693 (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rothenstein David M C/O CIENA CORPORATION 7035 RIDGE RD. HANOVER, MD 21076-1426 | | | Sr. VP, General Counsel | |

Signatures

By: Michelle Rankin For: David M. Rothenstein 12/20/2018

**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 Restricted Stock Units (RSUs) that vest over four years, with one-sixteenth of the grant amount vesting on March 20, June 20, September 20, and December 20 of each year, commencing on March 20, 2019.
- (2) Shares reported include unvested Restricted Stock Units (RSUs) and Performance Stock Units (PSUs).
- (3) Reflects the number of stock units earned pursuant to the terms of a performance stock unit award granted on 12/12/2017 reflecting the achievement of the related performance conditions. These shares vest in equal 1/2 amounts on each December 20, 2018 and 2019.
Each market stock unit (MSU) represents the contingent right to receive, following vesting, between 0% and 200% of one share of the
- (4) Issuer's common stock, subject to the level of achievement of applicable total shareholder return (TSR) performance conditions over a three-year period from fiscal 2019 through fiscal 2021.
- (5) The MSUs will vest on December 20, 2021, subject to the performance conditions described above.

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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