

CUBIC CORP /DE/
Form 4
November 30, 2016

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 *
FELDMANN BRADLEY H

(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)
11/28/2016

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)
President/CEO

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 | 11/28/2016 | 11/28/2016 | P | | 11 | \$ 46.3302 | 11 | I | By child ⁽¹⁾ |
| Common Stock | | | | | | | 23,747 | D | |
| Common Stock | | | | | | | 3,050 | I | Feldmann IRA ⁽²⁾ |
| Common Stock | | | | | | | 1,251.4156 | I | Cubic 401(k) ⁽³⁾ |
| Common Stock | | | | | | | 33 | I | The Feldmann Family |

Trust DTD
04-20-12
(4)

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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Restricted Stock Units | <u>(5)</u> | 11/28/2016 | 11/28/2016 | A | 23,888 | <u>(6)</u> <u>(6)</u> | Common Stock | 23,888 |
| Restricted Stock Units | <u>(5)</u> | 11/28/2016 | 11/28/2016 | A | 23,888 | <u>(7)</u> <u>(7)</u> | Common Stock | 23,888 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| FELDMANN BRADLEY H 9333 BALBOA AVENUE SAN DIEGO, CA 92123 | X | | President/CEO | |

Signatures

Angela L. Hartley, Attorney-in-fact for Bradley H. Feldmann 11/30/2016

 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).

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- (1) Purchase made and held by Reporting Person's son, a dependent not living in household. Reporting Person disclaims beneficial ownership of these securities.
- (2) Represents shares held by the PTC Cust Rollover FBO Bradley Feldmann, of which the Reporting Person is the sole owner with full voting and disposition rights.
- (3) Represents shares held by the Reporting Persons 401(k).
- (4) The Feldmann Family Trust DTD 04-20-2012, of which the Reporting Person and his spouse are co-trustees with full voting and disposition rights.
- (5) Each restricted stock unit ("RSU") represents a contingent right to receive one share of CUB common stock.

The performance-based RSUs vest on the date the Board of Directors certifies CUB's sales growth, EBITDA growth, and return on equity for the three-year performance period ending on September 30, 2019, subject to the Reporting Person's continued service with CUB through such vesting date, except as otherwise provided in the application RSU agreement. The RSUs vest based 40% on sales growth, 40% on EBITDA growth, and 20% on the return on equity achieved by CUB during such performance period. Dividend equivalent rights accrue with respect to the RSUs when and as dividends are paid on CUB common stock and vest proportionately with the RSUs to which they relate. Vested shares and accrued dividends will be delivered to the Reporting Person following the vesting date.

- (6) through such vesting date, except as otherwise provided in the application RSU agreement. The RSUs vest based 40% on sales growth, 40% on EBITDA growth, and 20% on the return on equity achieved by CUB during such performance period. Dividend equivalent rights accrue with respect to the RSUs when and as dividends are paid on CUB common stock and vest proportionately with the RSUs to which they relate. Vested shares and accrued dividends will be delivered to the Reporting Person following the vesting date.
- (7) The time-based RSUs vest in four equal installments on each of October 1, 2017, 2018, 2019 and 2020, subject to the Reporting Person's continued service with CUB through such date. Dividend equivalent rights accrued with respect to the RSUs when and as dividends are paid on CUB common stock and vest proportionately with the RSUs to which they relate. Vested shares and accrued dividends will be delivered to the Reporting Person following each vesting date.

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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