

ZABLE WALTER C
Form 4
November 30, 2017

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 *
ZABLE WALTER C

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)
06/22/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chairman of the Board

SAN DIEGO, CA 92123

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/22/2017		G	543 D	\$ 0 1,765,606	I	The Walter C. Zable Trust U/A/D 2/7/06 ⁽¹⁾
Common Stock	10/01/2017		M	1,635 ⁽²⁾ A	1,635	D	
Common Stock	10/01/2017		F	171 ⁽³⁾ D	\$ 51 1,464	D	
Common Stock	10/12/2017		J	1,464 D	⁽⁴⁾ 0	D	

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- (2) Reflects the issuance of CUB common stock upon vesting of restricted stock units ("RSUs"). Each RSU granted at that time represented a contingent right to receive one share of CUB stock. Amendment to Form 4 filed on 10/3/17.
- (3) Shares withheld by CUB to satisfy the minimum statutory tax withholding obligations that arose upon the vesting of the RSUs. Amendment to Form 4 filed on 10/3/17.
- (4) Represents a transfer of shares without consideration from the Reporting Person to the Walter C. Zable Trust.

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.