Edgar Filing: CUBIC CORP /DE/ - Form 4

Form 4	RP/DE/									
November 1	0, 2014									
FORM			CECU	DITIEC				т	PPROVAL	
	UNITED	SIAIES		shington			COMMISSION	OMB Number:	3235-028	
Check the if no long	TOP.							Expires:	January 3 200	
subject to STATEMENT OF CHANGES				SECUI	RITIES		burden hou	Estimated average burden hours per response 0		
obligation may cont <i>See</i> Instru 1(b).	ns Section 17(a) of the 1	Public U	Itility Hol	ding Cor		of 1935 or Section	on		
(Print or Type I	Responses)									
	address of Reporting N BRADLEY H		Symbol	er Name an C CORP /		-	5. Relationship o Issuer	f Reporting Per		
(Last)	(First) (1	Middle)	3. Date of	of Earliest T	ransaction		(Che	ck an applicabl	()	
9333 BALBOA AVENUE			(Month/Day/Year) 11/06/2014			X Director 10% Owner X Officer (give title Other (specify below) President/CEO				
(Street) SAN DIEGO, CA 92123			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
SANDILO	0, CR J2125						Person			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Amount	(D) Price	(Instr. 3 and 4)			
Reminder: Rep	ort on a separate line	tor each cl	ass of sec	urities bene	-	-	or indirectly. spond to the colled	ction of	SEC 1474	
					inforn requii	nation cont red to resp ays a curre	tained in this form ond unless the for ntly valid OMB co	are not m	(9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired or Dispos (D) (Instr. 3, 4 and 5)	ed of				(
				Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	11/06/2014		А	15,593	(2)	(2)	Common Stock	15,593	
Restricted Stock Units	<u>(1)</u>	11/06/2014		А	15,593	(3)	(3)	Common Stock	15,593	

Reporting Owners

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

Angela L. Hartley, Attorney-in-fact for Bradley H. Feldmann	11/07/2014
**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) 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, 2017, 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,

(2) allough such vesting date, except as otherwise provided in the application RSO agreement. The RSOs vest based 40% on sales growth, 30% on EBITDA growth, and 30% 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.

The time-based RSUs vest in four equal installments on each of October 1, 2015, 2016, 2017 and 2018, subject to the reporting person's continued service with CUB through such date. Dividend equivalent rights accrue with respect to the RSUs when and as dividends are

(3) Continued service with COB through such date. Dividend equivalent rights accrue with respect to the RSOs 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. 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.

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