

Cox Karen Zable
Form 4
May 23, 2013

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 *
Cox Karen Zable

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)
12/14/2012

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

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/14/2012		J ⁽¹⁾		650,000	D	\$ 0	4,487,047	I	Zable QTIP Marital Trust ⁽²⁾
Common Stock	12/14/2012		J ⁽¹⁾		275,000	D	\$ 0	0	I	Zable Special Trusts ⁽²⁾
Common Stock	12/14/2012		J ⁽¹⁾		227,500	A	\$ 0	442,545 ⁽³⁾	D	
Common Stock	12/14/2012		J ⁽¹⁾		25,000	A	\$ 0	467,545	D	

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Common Stock	12/21/2012		G ⁽³⁾	240,000	D	\$ 0	227,545	D	
Common Stock	12/21/2012		J ⁽⁴⁾	240,000	A	\$ 0	240,000	I	Trusts for Cox family members ⁽⁵⁾
Common Stock	05/21/2013		S	1,242,520	D	\$ 45.75	3,244,527	I	Zable QTIP Marital Trust ⁽²⁾
Common Stock	05/21/2013		S	1,057,207	D	\$ 45.75	2,290,877	I	Zable Survivors' Trust ⁽²⁾
Common Stock	05/21/2013		S	15,273	A	\$ 45.75	34,884	I	Zable Reverse QTIP Marital Trust ⁽²⁾
Common Stock	05/21/2013		J	0	A	\$ 0	16,108	I	Zable Non-QTIP Marital Trust ⁽²⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cox Karen Zable 9333 BALBOA AVENUE SAN DIEGO, CA 92123		X		

Signatures

James R. Edwards, Attorney-in-fact	05/23/2013
<u> </u> **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) Distributed under the laws of descent and distribution.
- (2) The reported securities are owned by the named trusts of which the Reporting Person is a co-trustee. The Reporting Person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.
- (3) Reflects the corrected number of shares which had been previously misreported due to a computation error.
- (4) Transferred shares from the Reporting Person equally into 2 separate trusts for adult daughters, for which Reporting Person is co-trustee with spouse.
- (5) Trusts for children, for which Reporting Person is co-trustee with spouse.

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.