CUBIC CORP/DE/

Form 4

November 19, 2015

FORM 4.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Check this box if no longer subject to Section 16.

Form 4 or
Form 5 Filed
obligations
may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Ad ZABLE WA	_	rting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			CUBIC CORP /DE/ [CUB]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
9333 BALBOA AVENUE			(Month/Day/Year) 11/18/2015	_X_ Director 10% Owner Street (give title Other (specify below) Exec. Chairman of the Board			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SAN DIEGO, CA 92123			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I Non Davinstine Committee As	animal Discussed of an Board sielle Occurs			

(City)	(State)	(Zip) Tab	le I - Non-De	erivative Se	curities	s Acqu	ired, Disposed of	f, or Beneficia	lly 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	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	(A) or Amount (D) Price		Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	11/18/2015		J <u>(1)</u>	229,297	D	(1)	0	I	Zable Survivors Trust (2)
Common Stock	11/18/2015		J <u>(1)</u>	187,370	D	<u>(1)</u>	0	I	Zable QTIP Marital Trust (2)
Common Stock	11/18/2015		J <u>(1)</u>	32,593	D	(1)	0	I	Zable Reverse QTIP Marital Trust (2)

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Common Stock	11/18/2015	J <u>(1)</u>	16,108	D	(1)	0	Ι	Zable Non QTIP Marital Trust (2)	
Common Stock	11/18/2015	J <u>(3)</u>	958	D	<u>(3)</u>	0	D		
Common Stock	11/18/2015	J(1)(3)	168,681	A	(<u>1</u>) (<u>3</u>)	1,795,790	I	The Walter C. Zable Trust U/A/D 2/7/06 (4)	
Common Stock	11/18/2015	<u>J(1)</u>	24,351	A	<u>(1)</u>	24,351	I	Zable GST Trust (5)	
Common Stock						164,229	I	Trusts for Reporting Persons' Children (6)	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.									

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9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned $(e.g.,\,\mathrm{puts},\,\mathrm{calls},\,\mathrm{warrants},\,\mathrm{options},\,\mathrm{convertible}\,\,\mathrm{securities})$

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. Transa Code (Instr.		5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				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				
	X		Exec. Chairman of the Board					

Reporting Owners 2 ZABLE WALTER C 9333 BALBOA AVENUE SAN DIEGO, CA 92123

Signatures

Angela L. Hartley, Attorney-in-fact for Walter C. Zable

11/19/2015

**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) Stock held by Reporting Person as a co-trustee in a trust was distributed to Reporting Person's individual trust, where he is sole trustee.
- (2) The reported securities were owned by the named trusts of which the Reporting Person was a co-trustee. The Reporting Person disclaimed beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (3) Reflects a transfer of shares without consideration from the Reporting Person to The Walter C. Zable Trust U/A/D 2/7/06, for which the Reporting Person is trustee.
- (4) The Walter C. Zable Trust U/A/D 2/7/06, for which the Reporting Person is sole trustee.
- (5) Zable GST Trust FBO Walter C. Zable dtd 9/18/78 U/A and restated 6/12/07, for which the Reporting Person is sole trustee.
- (6) The reported securities are held in 3 trusts for the Reporting Person's children, for which the Reporting Person is trustee.

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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