#### FELDMANN BRADLEY H

Form 4

March 25, 2013

# FORM 4

Check this box

if no longer

subject to

Section 16.

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* FELDMANN BRADLEY H

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

(Middle)

CUBIC CORP /DE/ [CUB]

3. Date of Earliest Transaction

(Month/Day/Year)

03/21/2013

Director 10% Owner X\_ Officer (give title Other (specify

(Check all applicable)

below)

President/COO 6. Individual or Joint/Group Filing(Check

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

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

SAN DIEGO, CA 92123

9333 BALBOA AVENUE

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (I) Following (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 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 **Transaction**Derivative **Expiration Date Underlying Securities** De Sec Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

### Edgar Filing: FELDMANN BRADLEY H - Form 4

| (Instr. 3)                   | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. 8 | or Dispos<br>(D) | (Instr. 3, 4, |                     |                    |                 |                                     | (I |
|------------------------------|------------------------------------|------------|------------------|-----------|------------------|---------------|---------------------|--------------------|-----------------|-------------------------------------|----|
|                              |                                    |            |                  | Code '    | V (A)            | (D)           | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |    |
| Restricted<br>Stock<br>Units | (1)                                | 03/21/2013 |                  | A         | 30,851           |               | (2)                 | (2)                | Common stock    | 30,851                              |    |
| Restricted<br>Stock Unit     | <u>(1)</u>                         | 03/21/2013 |                  | A         | 10,284           |               | (3)                 | <u>(3)</u>         | Common<br>Stock | 10,284                              |    |

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FELDMANN BRADLEY H 9333 BALBOA AVENUE SAN DIEGO, CA 92123

President/COO

# **Signatures**

/s/ Angela L. Hartley, Attorney-in-fact

03/25/2013

\*\*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 RSUs vest in four equal installments on each of October 1, 2013, 2014, 2015 and 2016, 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 paid on CUB common stock and vest proportionately with the RSUs to which they relate. Vested shares will be delivered to the reporting person following each vesting date.
- The RSUs vest on the date the Compensation Committee of the Board of Directors of CUB certifies CUB's sales growth and return on equity for the three-year performance period ending on September 30, 2015, subject to the reporting person's continued service with CUB through such vesting date, except as otherwise provided in the applicable RSU agreement. The RSUs vest based 50% on the sales growth and 50% 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 will be delivered to the reporting person following the 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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