Twyman Michael R. Form 4 October 03, 2017

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

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(b).

1. Name and Address of Reporting Person \* Twyman Michael R.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

CUBIC CORP /DE/ [CUB]

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

9333 BALBOA AVENUE 10/01/2017

(Zin)

below) Senior Vice President

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

SAN DIEGO, CA 92123

(State)

(C:+-)

(City)	(State) (2	Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securi		r	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(Wolldin Day) Tear)	any	Code	ctionAcquired (A) or Disposed of (D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
					(A) or		Reported Transaction(s) (Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(Ilistr. 3 and 4)		
Common Stock	10/01/2017		M	4,025 (1)	A	<u>(1)</u>	12,000	D	
Common Stock	10/01/2017		F	1,503 (2)	D	\$ 51	10,497	D	

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

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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. Transactio 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. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	10/01/2017		M	1,300	(3)	(3)	Common Stock	1,300	g
Restricted Stock Units	<u>(1)</u>	10/01/2017		M	1,367	(4)	<u>(4)</u>	Common Stock	1,367	g
Restricted Stock Units	(1)	10/01/2017		M	1,358	(5)	(5)	Common Stock	1,358	9

### **Reporting Owners**

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Twyman Michael R. 9333 BALBOA AVENUE SAN DIEGO, CA 92123

Senior Vice President

### **Signatures**

Angela L. Hartley, Attorney-in-fact for Michael R. Twyman

10/03/2017

\*\*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) 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.
- (2) Shares withheld by CUB to satisfy the minimum statutory tax withholding obligations that arose upon the vesting of the RSUs.
- (3) This is the third of 4 vesting installments of RSUs granted to the Reporting Person on November 6, 2014. The remaining 1,298 shares from such grant shall vest on October 1, 2018, subject to the Reporting Person's continuous service through each application vesting date.

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- This is the second of 4 vesting installments of RSUs granted to the Reporting Person on November 6, 2015. The remaining 2731 shares (4) from such grant shall vest in 2 equal installments on October 1, 2018 and 2019, subject to the Reporting Person's continuous service through such application vesting date.
- This is the first of 4 vesting installments of RSU's granted to the Reporting Person on November 14, 2016. The remaining 4071 shares (5) from such grant shall vest in 3 equal installments on October 1, 2018, 2019 and 2020, subject to the Reporting Person's continuous service through each application 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.