

Cole Matthew James  
Form 4  
October 03, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Cole Matthew James

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)  
10/01/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President, CTS - SVP, CORP

SAN DIEGO, CA 92123  
(City) (State) (Zip)

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

**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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	10/01/2017		M		3,099 (1)	A	7,112 D
Common Stock	10/01/2017		F		1,167 (2)	D	\$ 51 5,945 D

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

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(9-02)



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- (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 fourth and final of 4 vesting installments of RSUs granted to the Reporting Person on December 12, 2013.
- (4) This is the third of 4 vesting installments of RSUs granted to the Reporting Person on November 6, 2014. The remaining 260 shares from such grant shall vest on October 1, 2018, subject to the Reporting Person's continuous service through each application vesting date.  
This is the second of 4 vesting installments of RSUs granted to the Reporting Person on November 6, 2015. The remaining 2459 shares
- (5) 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
- (6) 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.