HARRISON MARK

Form 4

December 13, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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0.5

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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)

1. Name and Address of Reporting Person * HARRISON MARK			2. Issuer Name and Ticker or Trading Symbol CUBIC CORP /DE/ [CUB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(c)		
9333 BALBOA AVENUE			(Month/Day/Year) 12/13/2016	Director 10% Owner _X_ Officer (give title Other (specify below) SVP/Controller		
(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 Reportin Person		

(City)	(State) (Z	Zip) Table	e I - Non-De	erivative S	Securi	ities Ac	quired, Disposed	of, 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. Transactio Code (Instr. 8)	4. Securities conAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	12/13/2016	12/13/2016	Code V $J_{(1)}$	Amount 202		Price (1)	(Instr. 3 and 4)	D	
Common Stock	12/13/2016	12/13/2016	<u>J(1)</u>	202	A	(1)	7,953	I	The Harrison Living Trust 2008
Common Stock	10/12/2017	10/12/2017	<u>J(1)</u>	2,305	D	<u>(1)</u>	0	D	
Common Stock	10/12/2017	10/12/2017	J <u>(1)</u>	2,305	A	(1)	10,258	I	The Harrison

Living Trust 2008

SEC 1474

(9-02)

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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(3)	11/27/2017		A	2,443	<u>(4)</u>	<u>(4)</u>	Common Stock	2,443	\$
Restricted Stock Units	(3)	11/27/2017		A	2,443	<u>(5)</u>	<u>(5)</u>	Common Stock	2,443	\$

Reporting Owners

Reporting Owner Name / Address	Relationships							
r	Director	10% Owner	Officer	Other				
HARRISON MARK								
9333 BALBOA AVENUE			SVP/Controller					
SAN DIEGO, CA 92123								

Signatures

Angela L. Hartley, Attorney-in-fact for Mark A.

Harrison

12/13/2017

**Signature of Reporting Person Date

Reporting Owners 2

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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) Represents a transfer of shares without consideration from the Reporting Person to The Harrison Living Trust 2008.
- (2) The Harrison Living Trust 2008, for which the Reporting Person and his spouse are co-trustees with full voting and dispositive rights.
- (3) Each restricted stock unit ("RSU") represents a contingent right to receive one share of CUB common stock.
 - The performance-based RSUs vest on the date the Board of Directors certifies CUB's sales growth, EBITDA growth, and return on equity for the three-year performance period ending on September 30, 2020, 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 40% on sales growth, 40% on EBITDA growth, and 20% 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 and accrued dividends will be delivered to the Reporting Person following the vesting date.
- (5) The time-based RSUs vest in four equal installments on each of October 1, 2018, 2019, 2020 and 2021, 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 and accrued dividends will be delivered to the Reporting Person following each 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.