

CIENA CORP

Form 3

December 17, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â FRODSHAM JAMES

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

12/15/2009

3. Issuer Name and Ticker or Trading Symbol
CIENA CORP [CIEN]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other (specify below)

SR. VP, Chief Strategy Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person

C/O CIENA CORPORATION,Â 1201 WINTERSON ROAD

(Street)

LINTHICUM,,Â MDÂ 21090

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

123,576 ⁽¹⁾

D

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	Â (2)	11/02/2015	Common Stock	12,723	\$ 16.52	D	Â
Non-Qualified Stock Option (right to buy)	Â (3)	12/18/2016	Common Stock	20,000	\$ 27.88	D	Â
Non-Qualified Stock Option (right to buy)	Â (2)	03/29/2014	Common Stock	35,714	\$ 34.65	D	Â
Non-Qualified Stock Option (right to buy)	Â (4)	12/18/2017	Common Stock	26,000	\$ 35.21	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRODSHAM JAMES C/O CIENA CORPORATION 1201 WINTERSON ROAD LINTHICUM,, MD 21090	Â	Â	Â SR. VP, Chief Strategy Officer	Â

Signatures

By: Erik J. Lichter For: James A.
Frodsham 12/17/2009

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares reported include 80,062 shares underlying restricted stock units (RSUs) and 34,334 shares underlying performance accelerated restricted stock units (PARSUs) previously granted that remain unvested as of the date of this report. RSUs subject to these awards vest in equal increments over a three or four-year period from the date of grant with vesting on March 20, June 20, September 20, and December 20 of each year. PARSUs vest in their entirety four years from the date of grant, subject to acceleration of vesting upon the achievement of performance-based conditions established by the Compensation Committee.
- (2) Option is fully vested.
- (3) The remaining 5,000 unvested options vest in equal monthly amounts on the first day of each month through 12/1/2010.
- (4) The remaining 13,000 unvested options vest in equal monthly amounts on the first day of each month through 12/1/2011.

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.