

CUBIC CORP /DE/
Form 4
May 21, 2014

FORM 4

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

OMB APPROVAL

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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 *
ZABLE WALTER C

(Last) (First) (Middle)
9333 BALBOA AVENUE
(Street)

SAN DIEGO, CA 92123

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CUBIC CORP /DE/ [CUB]

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec. Chairman of the Board

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	03/19/2014		J ⁽¹⁾		1,070	D	0	D
Common Stock	03/19/2014		J ⁽¹⁾		1,070	A	2,307,831	I
Common stock	05/20/2014		G ⁽²⁾		12,825	D	2,295,006	I

The Walter C. Zable Trust U/A/D 2/7/06
The Walter C. Zable Trust U/A/D 2/7/06

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- (2) Shares gifted from Walter C. Zable Trust U/A/D 2/7/06 to each of 3 adult children's trusts, for which the the Reporting Person is Trustee.
Shares transferred from each of 3 children's trusts, for which Reporting Person is Trustee into Walter C. Zable Trust U/A/D 2/7/06,
- (3) consideration for which was real estate valued at \$4,125,000. Stock transfer was requested 01/14/2014 at which time the stock price was \$52 per share but transaction not effected until Cubic stock trading window was open.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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