

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)

| | | | | | |
|--|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â FRODSHAM JAMES</p> <p>(Last) (First) (Middle)</p> <p>C/O CIENA CORPORATION,Â 1201 WINTERSON ROAD</p> <p>(Street)</p> <p>LINTHICUM,,Â MDÂ 21090</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/15/2009</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CIENA CORP [CIEN]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SR. VP, Chief Strategy Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|---|

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 | Â |

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

SEC 1473 (7-02)

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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.