

CUBIC CORP /DE/

Form 4

May 23, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Zable Non QTIP Marital Trust

(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)

12/14/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
____X____ 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)	(A) or (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/14/2012		W ⁽¹⁾	650,000	D	\$ 0 4,487,047	I	Zable QTIP Marital Trust ⁽²⁾
Common Stock	12/14/2012		W ⁽¹⁾	275,000	D	\$ 0 0	I	Zable Special Trust ⁽³⁾
Common Stock	12/14/2012		J ⁽⁵⁾	130,477	D	\$ 0 0	I	Zable Trust Dtd 9/18/78 ⁽⁴⁾
Common Stock	12/14/2012		J ⁽⁵⁾	130,477	A	\$ 0 3,348,084	I	Survivors Trust ⁽⁶⁾

Common Stock	05/21/2013	S	1,242,520	D	\$ 45.75	3,244,527	I	Zable QTIP Marital Trust ⁽²⁾
Common Stock	05/21/2013	S	1,057,207	D	\$ 45.75	2,290,877	I	Survivors Trust ⁽⁶⁾
Common Stock	05/21/2013	S	15,273	D	\$ 45.75	34,884	I	Zable Reverse QTIP Marital ⁽⁷⁾
Common Stock	05/21/2013	J	0	D	\$ 0	16,108	I	Zable Non-QTIP Marital ⁽⁸⁾

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zable Non QTIP Marital Trust 9333 BALBOA AVENUE SAN DIEGO, CA 92123		X		
Zable QTIP Marital Trust 9333 BALBOA AVENUE		X		

SAN DIEGO, CA 92123

Zable Reverse QTIP Marital Trust

9333 BALBOA AVENUE

X

SAN DIEGO, CA 92123

Zable Special Trusts

9333 BALBOA AVENUE

X

SAN DIEGO, CA 92123

Zable Survivor's Trusts

9333 BALBOA AVENUE

X

SAN DIEGO, CA 92123

Zable Trust Dated 1978

9333 BALBOA AVENUE

X

SAN DIEGO, CA 92123

Signatures

James R. Edwards,

Attorney-in-fact

05/23/2013

__Signature of Reporting Person

Date

James R. Edwards,

Attorney-in-fact

05/23/2013

__Signature of Reporting Person

Date

James R. Edwards,

Attorney-in-fact

05/23/2013

__Signature of Reporting Person

Date

James R. Edwards,

Attorney-in-fact

05/23/2013

__Signature of Reporting Person

Date

James R. Edwards,

Attorney-in-fact

05/23/2013

__Signature of Reporting Person

Date

Jimmie L Balentine

05/23/2013

__Signature of Reporting Person

Date

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) Distributed under the laws of descent and distribution.

(2) These securities are owned solely by Zable QTIP Marital Trust dated 9/18/1978.

(3) These securities are owned solely by the Walter J. Zable Special Trust Dated May 6, 2003.

(4) These securities are owned solely by the Zable Trust Dated September 18, 1978.

(5) Shares held by the Zable Trust Dated 9/18/78 transferred into the the Survivors' Trust Created Under the Zable Trust Dated 9/18/78.

(6) These securities are owned solely by the Survivors Trust Created Under the Zable Trust Dated 9/18/78.

(7) These securities are owned solely by the Zable Reverse QTIP Marital Trust Dated 9/18/78.

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(8) These securities are owned solely by the Zable Non-QTIP Marital Trust Dated 9/18/78.

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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