

CUBIC CORP /DE/

Form 3

October 05, 2015

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**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 Cole Matthew James

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

10/01/2015

3. Issuer Name **and** Ticker or Trading Symbol  
CUBIC CORP /DE/ [CUB]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

9333 BALBOA AVENUE

(Street)

(Check all applicable)

<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(give title below) (specify below)	
Senior Vice President	

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
☒ Form filed by One Reporting  
Person  
☐ Form filed by More than One  
Reporting Person

SAN DIEGO,Â CAÂ 92123

(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

473

D

Â

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  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)Date  
ExercisableExpiration  
Date

Title

Amount or  
Number of

				Shares		(I) (Instr. 5)	
Restricted Stock Units	Â (2)	Â (2)	Common Stock	1,017	\$ (1)	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	757	\$ (1)	D	Â
Restricted Stock Units	Â (5)	Â (4)	Common Stock	1,040	\$ (1)	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	1,010	\$ (1)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cole Matthew James 9333 BALBOA AVENUE SAN DIEGO, CA 92123	Â	Â	Â Senior Vice President	Â

## Signatures

Angela L. Hartley, attorney-in-fact for Matthew J. Cole

10/05/2015

\_\_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) Each restricted stock unit ("RSU") represents a contingent right to receive on share of CUB stock.
- (2) RSUs granted to the Reporting Person on March 21, 2013. The remaining 1,017 shares from such grant shall vest in 2 equal installments on October 1, 2015 and 2016, subject to the Reporting Person's continuous service through each application vesting date.  
RSUs granted to the Reporting Person on December 12, 2013. The remaining 757 shares from such grant shall vest in 3 equal installments on October 1, 2015, 2016 and 2017, subject to the Reporting Person's continuous service through each application vesting date.
- (3) RSUs granted to the Reporting Person on November 6, 2014. The remaining 1,040 shares from such grant shall vest in 4 equal installments on October 1, 2015, 2016, 2017 and 2018, subject to the Reporting Person's continuous service through each application vesting date.
- (5) The RSUs vest on the date the Board of Directors of CUB certifies CUB's sale growth, EBITDA growth, and return on equity for the three-year performance period ending on September 30, 2016, 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, 30% on EBITDA growth, and 30% 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.

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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