

CUBIC CORP /DE/
Form 4
June 19, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/19/2013

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

SAN DIEGO, CA 92123

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

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 06/19/2013 | | S | 186,378 D | \$ 45.75 3,058,149 | I | Zable QTIP Marital Trust ⁽¹⁾ |
| Common Stock | 06/19/2013 | | S | 158,581 D | \$ 35.75 2,132,296 | I | Survivor's Trust ⁽²⁾ |
| Common Stock | 06/19/2013 | | S | 2,291 D | \$ 45.75 32,593 | I | Zable Reverse QTIP Marital Trust ⁽³⁾ |
| Common Stock | | | | | 16,108 | I | Zable Non-QTIP |

Marital
Trust ⁽⁴⁾

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

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.

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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 Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 Survivor's Trusts 9333 BALBOA AVENUE SAN DIEGO, CA 92123 | | X | | |
| Zable Reverse QTIP Marital Trust 9333 BALBOA AVENUE SAN DIEGO, CA 92123 | | X | | |
| Zable QTIP Marital Trust 9333 BALBOA AVENUE SAN DIEGO, CA 92123 | | X | | |

Signatures

James R. Edwards,
Attorney-in-fact 06/19/2013

__Signature of Reporting Person Date

James R. Edwards,
Attorney-in-fact 06/19/2013

__Signature of Reporting Person Date

James R. Edwards,
Attorney-in-fact 06/19/2013

__Signature of Reporting Person Date

James R. Edwards,
Attorney-in-fact 06/19/2013

__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) These securities are owned solely by the Zable QTIP Marital Trust Dated 9/18/78.
- (2) These securities are owned solely by the Survivors Trust Created Under the Zable Trust Dated 9/18/78.
- (3) These securities are owned solely by the Zable Reverse QTIP Marital Trust Dated 9/18/78.
- (4) These securities are solely owned 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. 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.