

CIENA CORP
Form 4
December 23, 2009

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 *
SMITH GARY B

(Last) (First) (Middle)

C/O CIENA CORPORATION, 1201 WINTERSON ROAD

(Street)

LINTHICUM,, MD 21090

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CIENA CORP [CIEN]

3. Date of Earliest Transaction (Month/Day/Year)
12/21/2009

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)

PRESIDENT, CEO

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/21/2009		S	8,928 (1)	\$ 10.9105	D	
Common Stock	12/21/2009		S	642 (2)	\$ 10.9104	D	
Common Stock	12/21/2009		S	8,481 (3)	\$ 10.9105	D	
Common Stock	12/21/2009		S	18,598 (4)	\$ 10.9105	D	709,988 (5)

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 Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH GARY B C/O CIENA CORPORATION 1201 WINTERSON ROAD LINTHICUM,, MD 21090	X		PRESIDENT, CEO	

Signatures

By: Erik J. Lichter For: Gary B. Smith 12/23/2009

__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).
- Shares reported reflect the amount sold to cover the tax liabilities of the reporting person pursuant to a 10b5-1 sale instruction related to a
- (1) Performance-Accelerated Restricted Stock Unit (PARSU) award agreement dated December 18, 2006. Acquisition of the PARSU was previously reported in Table I of reporting person's Form 4 on December 19, 2006.
 - (2) Shares reported represent an amount sold to cover the tax liabilities of the reporting person pursuant to a 10b5-1 sales instruction related to a restricted stock unit (RSU) award agreement dated 12/18/2007. Acquisition of the RSU was previously reported in Table I of reporting person's Form 4 on 12/20/2007.
 - (3) Shares reported reflect the amount sold to cover the tax liabilities of the reporting person pursuant to a 10b5-1 sale instruction related to a Performance-Accelerated Restricted Stock Unit (PARSU) award agreement dated December 18, 2007. Acquisition of the PARSU was previously reported in Table I of reporting person's Form 4 on December 20, 2007.

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- Shares reported represent an amount sold to cover the tax liabilities of the reporting person pursuant to a 10b5-1 sales instruction related
- (4) to a restricted stock unit (RSU) award agreement dated 12/16/2008. Acquisition of the RSU was previously reported in Table I of reporting person's Form 4 on 12/18/2008.
 - (5) Shares reported include unvested Restricted Stock Units (RSUs).

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.