

ZABLE WALTER C
 Form 5/A
 November 14, 2012

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 ZABLE WALTER C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Exec. Chairman of the Board

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 09/30/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
 11/13/2012

6. Individual or Joint/Group Reporting (check applicable line)

SAN DIEGO, CA 92123

Form Filed by One Reporting Person
 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)	Amount	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/23/2012 ⁽¹⁾	Â	W	275,000	A	\$ 0	724,641 ⁽²⁾	I	Zable Special Trusts ⁽¹⁾	
Common Stock	06/23/2012	Â	W	3,217,607	A	\$ 0	3,942,248	I	Zable Survivor's Trusts ⁽¹⁾	
Common Stock	06/23/2012	Â	W	130,477	A	\$ 0	4,072,725	I	Zable Trust dated 1978 ⁽¹⁾	

Common Stock	06/23/2012	Â	W	5,137,047	A	\$ 0	9,209,772	I	Zable QTIP Marital Trust ⁽¹⁾
Common Stock	06/23/2012	Â	W	50,157	A	\$ 0	9,259,929	I	Zable Reverse QTIP Marital Trust ⁽¹⁾
Common Stock	06/23/2012	Â	W	16,108	A	\$ 0	9,276,037	I	Zable Non QTIP Marital Trust ⁽¹⁾

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

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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. of D Se B O E Is Fi (I
					(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 WALTER C 9333 BALBOA AVENUE SAN DIEGO, CA 92123	Â X	Â X	Â Exec. Chairman of the Board	Â

Signatures

Angela L. Hartley,
Attorney-in-fact

11/14/2012

 **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).

- On June 23, 2012, Walter J. Zable, founder, CEO and Chairman of the Board of Cubic Corporation passed away. Following the death of Walter J. Zable, Walter C. Zable (the Reporting Person) and Karen Zable Cox, the son and daughter respectively of Walter J. Zable,
- (1) became co-trustees of the named trusts. The reported securities are owned by the named trusts of which the Reporting Person is a co-trustee, The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
 - (2) Total shares owned at fiscal year end includes 449,641 shares previously owned by the Reporting Person in a trust. Those shares continue to be held in a trust separate from the named trusts.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.