

Cox Karen Zable
Form 4
May 23, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Cox Karen Zable

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)
12/14/2012

____ Director
____ Officer (give title below)
 10% Owner
____ 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
____ 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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/14/2012		J ⁽¹⁾		650,000	D	\$ 0	4,487,047	I	Zable QTIP Marital Trust ⁽²⁾
Common Stock	12/14/2012		J ⁽¹⁾		275,000	D	\$ 0	0	I	Zable Special Trusts ⁽²⁾
Common Stock	12/14/2012		J ⁽¹⁾		227,500	A	\$ 0	442,545 ⁽³⁾	D	
Common Stock	12/14/2012		J ⁽¹⁾		25,000	A	\$ 0	467,545	D	

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Common Stock	12/21/2012		G ⁽³⁾	240,000	D	\$ 0	227,545	D	
Common Stock	12/21/2012		J ⁽⁴⁾	240,000	A	\$ 0	240,000	I	Trusts for Cox family members ⁽⁵⁾
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	Zable Survivors' Trust ⁽²⁾
Common Stock	05/21/2013		S	15,273	A	\$ 45.75	34,884	I	Zable Reverse QTIP Marital Trust ⁽²⁾
Common Stock	05/21/2013		J	0	A	\$ 0	16,108	I	Zable Non-QTIP Marital Trust ⁽²⁾

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.

SEC 1474
(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. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

