CIENA CORP Form 4 March 08, 2006

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * SMITH GARY B | 2. Issuer Name and Ticker or Trading Symbol CIENA CORP [cien] | 5. Relationship of Reporting Person(s) to Issuer | | |
|---|--|--|--|--|
| (Last) (First) (Middle) C/O CIENA CORPORATION, 1201 WINTERSON ROAD | 3. Date of Earliest Transaction (Month/Day/Year) 1 03/07/2006 | (Check all applicable) X Director 10% OwnerX Officer (give title Other (specif below) Chief Executive Officer | | |
| (Street) LINTHICUM, MD 21090 | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |

| (City) | (State) | Zip) Table | e I - Non-D | erivative S | Securi | ties Acq | uired, Disposed o | f, or Beneficial | ly Owned |
|--------------------------------------|---|-------------------|---|-------------------|-----------|--|--|------------------|------------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year) | | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) | | | Securities Form: Direct Indirect Beneficially (D) or Beneficial | Indirect | | |
| | | (Month Day/ Tear) | | | (A) or | | Following Reported Transaction(s) (Instr. 3 and 4) | (Instr. 4) | (Instr. 4) |
| Common Stock | 03/07/2006 | | Code V A | Amount 20,313 (1) | (D) | Price \$ 0 | 297,790 | D | |
| Common Stock | 03/07/2006 | | F | 6,897 (2) | D | \$ 4.64 | 297,790 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|----------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underl | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | Securit | ties | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | · | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | | Exercisable | Date | | Number | | |
| | | | | C 1 W | (A) (D) | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Daladianahina

Reporting Owners

1201 WINTERSON ROAD LINTHICUM, MD 21090

| Reporting Owner Name / Address | Keiauonsinps | | | | | | |
|--------------------------------|--------------|-----------|-------------------------|-------|--|--|--|
| • | Director | 10% Owner | Officer | Other | | | |
| SMITH GARY B | | | | | | | |
| C/O CIENA CORPORATION | X | | Chief Executive Officer | | | | |

Signatures

/s/Gary B. Smith by Anita Weiskerger per 03/08/2006 **POA**

> **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 as acquired were previously reported in Table I of reporting person's Form 4 filed November 3, 2005. The amount (1) reported as acquired represents shares that vested on March 7, 2006 and that were not forfeited to cover tax liabilities of the grantee pursuant to the award grant. Represents the first of 16 quarterly vesting dates.
- (2) Shares reported represent the amount forfeited to cover the tax liabilities of the grantee pursuant to the award agreement.

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.

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