ZABLE WALTER J

Form 4/A

December 22, 2011

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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

burden hours per response...

Estimated average

1(b).

Common

Stock

12/20/2011

(Print or Type Responses)

1. Name and Address of Reporting Person * ZABLE WALTER J			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			CUBIC CORP /DE/ [CUB]					(Check all applicable)			
(Last)	(First) (Middle)	3. Date of	f Earliest T	ransaction						
9333 BALB	OA AVENUE		(Month/D 12/19/2	•				X Director X Officer (given below)	e title Othobelow) CO & President	6 Owner er (specify	
	(Street)		4. If Ame	ndment, Da	ate Origina	1		6. Individual or J	oint/Group Filir	ng(Check	
SAN DIEGO, CA 92123			Filed(Month/Day/Year) 12/21/2011					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
2111 (2120)	0, 011, 2120							Person			
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	med on Date, if Day/Year)	Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	12/19/2011			S	200	D		8,922,770	I	By Self as Trustee for Walter J. Zable TR dtd 9/18/78	
							¢			By Self as Trustee for	

S

9,119 D

43.43 8,913,651

(1)

Ι

Walter J.

Zable TR

dtd 9/18/78

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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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
		Derivative				Securities	1		(Instr.	3 and 4)		Own
		Security				Acquired						Follo
						(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						
						4, and 5)						
										Amount		
								Expiration				
								Date		Number		
					C 1 W	(A) (D)				of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

ZABLE WALTER J

9333 BALBOA AVENUE X X **CEO & President**

SAN DIEGO, CA 92123

Signatures

Walter J. Zable 12/22/2011 **Signature of Date Reporting Person

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).
- 458 shares sold @ \$43.31, 402 sold @ \$43.32, 300 sold @ \$43.33, 886 sold @ \$43.34, 479 sold @ \$43.35, 100 sold @ \$43.36, 100 sold @ \$43.39, 200 sold @ \$43.40, 100 sold @ \$43.42, 36 sold @ 43.43, 2990 sold @ 43.44, 3068 sold @ \$43.40.

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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