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CUBIC COR Form 4	RP/DE/												
May 21, 2014	4												
FORM			CECUD				TTAN				PPROVAL		
	UNITED 5	TATES				ND EXC D.C. 205		IGE (COMMISSION	OMB Number:	3235-0287		
Subject to Section 16. Form 4 or Form 5 Filed pursuant to Section 16				GES IN BENEFICIAL OWNERSHIP OF SECURITIES 5(a) of the Securities Exchange Act of 1934,					Expires: January 2 Estimated average burden hours per response				
obligation may cont <i>See</i> Instru 1(b).	inue. Section 17(a			•		ing Com Company			f 1935 or Sectio 40	n			
(Print or Type F	Responses)												
ZABLE WALTER C Symbol			Name and Ticker or Trading				3	5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (M			CORP /DE/ [CUB] Earliest Transaction					(Check all applicable)				
9333 BALBOA AVENUE 05/19/20			ay/Year)					_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) below) Exec. Chairman of the Board					
				th/Day/Year) Applicable Line) _X_ Form filed by On				int/Group Filing(Check one Reporting Person fore than One Reporting					
SAN DIEGO	D, CA 92123								Person		porting		
(City)	(State) (2	Zip)	Table	e I - No	n-De	erivative S	ecurit	ies Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)		Day/Year) Execution Date, if any			3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or				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				Code	V	Amount	(D)	Price	(Insu: 5 and 4)				
Stock	03/19/2014			J <u>(1)</u>		1,070	D	<u>(1)</u>	0	D			
Common Stock	03/19/2014			J <u>(1)</u>		1,070	A	<u>(1)</u>	2,307,831	I	The Walter C. Zable Trust U/A/D 2/7/06		
Common stock	05/20/2014			G <u>(2)</u>		12,825	D	<u>(2)</u>	2,295,006	I	The Walter C. Zable Trust U/A/D 2/7/06		

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Reminder: Rep	port on a separate line for each class of secu	Persons wi Persons wi informatior required to displays a o number.	SEC 1474 (9-02)			
Common Stock	05/20/2014	J <u>(3)</u>	81,342 A	\$52 (<u>3)</u> 2,376,348	I	The Walter C. Zable Trust U/A/D 2/7/06

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. Transactio Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Under Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(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	Х	Х	Exec. Chairman of the Board						
Signatures									
Angela L. Hartley, Attorney-in-fact		05/21/2014							
**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).

(1) Common stock held directly was transferred without consideration into The Walter C. Zable Trust U/A/D 2/7/06, for which Reporting Person is Trustee.

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(2) Shares gifted from Walter C. Zable Trust U/A/D 2/7/06 to each of 3 adult children's trusts, for which the the Reporting Person is Trustee.

Shares transferred from each of 3 children's trusts, for which Reporting Person is Trustee into Walter C. Zable Trust U/A/D 2/7/06,

(3) consideration for which was real estate valued at \$4,125,000. Stock transfer was requested 01/14/2014 at which time the stock price was \$52 per share but transaction not effected until Cubic stock trading window was open.

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.