ZABLE WALTER C

Form 5/A

Common

Stock

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W

130,477

\$0

Α

4,072,725

06/23/2012

November 14, 2012

OMB APPROVAL FORM 5

OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer ZABLE WALTER C Symbol CUBIC CORP /DE/ [CUB] (Check all applicable) (First) 3. Statement for Issuer's Fiscal Year Ended (Last) (Middle) (Month/Day/Year) _X_ Director _X__ 10% Owner _X__ Officer (give title Other (specify 09/30/2012 below) below) 9333 BALBOA AVENUE Exec. Chairman of the Board (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) 11/13/2012 SAN DIEGO, CAÂ 92123 _X_ 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 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Transaction or Disposed of (D) Securities Ownership Indirect Execution Date, if (Instr. 3, 4 and 5) (Instr. 3) Code Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at Direct (D) Ownership end of or Indirect (Instr. 4) Issuer's (I) Fiscal Year (Instr. 4) (A) (Instr. 3 and or 4) (D) Price Amount Zable Common Â W 06/23/2012(1) \$0 $724,641 \frac{(2)}{}$ I Special 275,000 Α Stock Trusts (1) Zable Common 06/23/2012 W Survivor's 3,217,607 A \$0 3,942,248 Stock Trusts (1)

Zable

1978 (1)

Trust dated

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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						SEC 2270 (9-02)
Common Stock	06/23/2012	Â	W	16,108	A	\$0	9,276,037	I	Zable Non 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	5,137,047	A	\$0	9,209,772	I	Zable QTIP Marital Trust (1)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

the form displays a currently valid OMB control number.

of D Se

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)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
ZABLE WALTER C 9333 BALBOA AVENUE SAN DIEGO, CA 92123	ÂX	ÂX	Exec. Chairman of the Board	Â		

Signatures

Angela L. Hartley, Attorney-in-fact	11/14/2012
**Signature of Reporting Person	Date

Reporting Owners 2

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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,
- 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.