

FRODSHAM JAMES  
Form 4  
December 20, 2018

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FRODSHAM JAMES

(Last) (First) (Middle)

C/O CIENA CORPORATION, 7035  
RIDGE RD.

(Street)

HANOVER, MD 21076-1426

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
CIENA CORP [CIEN]

3. Date of Earliest Transaction  
(Month/Day/Year)

12/18/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify  
below)

SR. VP, Chief Strategy Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |   |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|---|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount<br>(A)<br>or<br>(D)<br>Price                                                                                |                                                                      |                                                                   |   |
| Common<br>Stock                       | 12/18/2018                              |                                                             | A                                       |                                                                            | 21,733<br>(1)                                                                                                      | A                                                                    | \$ 0 171,129 (2)                                                  | D |
| Common<br>Stock                       | 12/18/2018                              |                                                             | A                                       |                                                                            | 20,401<br>(3)                                                                                                      | A                                                                    | \$ 0 191,530 (2)                                                  | D |

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

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information contained in this form are not  
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SEC 1474  
(9-02)

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>of Derivative<br>Security<br>(Instr. 3) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------------------|
| Market<br>Stock<br>Units<br>(2021)                  | \$ 0                                                               | 12/18/2018                              |                                                             | A                                    | 8,693<br>(4)                                                                                                    | (5) (5)                                                        | Common<br>Stock                                                     | 8,693<br>(4)                                        |

## Reporting Owners

| Reporting Owner Name / Address                                                      | Relationships |           |                                |       |
|-------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                                     | Director      | 10% Owner | Officer                        | Other |
| FRODSHAM JAMES<br>C/O CIENA CORPORATION<br>7035 RIDGE RD.<br>HANOVER, MD 21076-1426 |               |           | SR. VP, Chief Strategy Officer |       |

## Signatures

By: Michelle Rankin For: James A. Frodsham 12/20/2018

\_\_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).

- Reflects Restricted Stock Units (RSUs) that vest over four years, with one-sixteenth of the grant amount vesting on March 20, June 20, September 20, and December 20 of each year, commencing on March 20, 2019.
- Shares reported include unvested Restricted Stock Units (RSUs) and Performance Stock Units (PSUs).
- Reflects the number of stock units earned pursuant to the terms of a performance stock unit award granted on 12/12/2017 reflecting the achievement of the related performance conditions. These shares vest in equal 1/2 amounts on each December 20, 2018 and 2019.  
Each market stock unit (MSU) represents the contingent right to receive, following vesting, between 0% and 200% of one share of the
- Issuer's common stock, subject to the level of achievement of applicable total shareholder return (TSR) performance conditions over a three-year period from fiscal 2019 through fiscal 2021.
- The MSUs will vest on December 20, 2021, subject to the performance conditions described above.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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