

CIENA CORP
Form 4
December 23, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRODSHAM JAMES

(Last) (First) (Middle)

C/O CIENA CORPORATION, 1201 WINTERSON ROAD

(Street)

LINTHICUM,, MD 21090

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/21/2010

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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 12/21/2010 | | S | 266 ⁽¹⁾ | D | \$ 20.972 | 206,371 | D |
| Common Stock | 12/21/2010 | | S | 3,145 ⁽²⁾ | D | \$ 20.9724 | 203,226 | D |
| Common Stock | 12/21/2010 | | S | 3,931 ⁽³⁾ | D | \$ 20.9703 | 199,295 | D |
| Common Stock | 12/21/2010 | | S | 1,415 ⁽⁴⁾ | D | \$ 20.9706 | 197,880 | D |
| Common Stock | 12/21/2010 | | S | 908 ⁽⁵⁾ | D | \$ 20.9709 | 196,972 ⁽⁶⁾ | D |

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

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| FRODSHAM JAMES C/O CIENA CORPORATION 1201 WINTERSON ROAD LINTHICUM,, MD 21090 | | | SR. VP, Chief Strategy Officer | |

Signatures

By: Erik Lichter For: James A Frodsham
12/23/2010
 __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) Shares reported represent an amount sold to cover the tax liabilities of the reporting person pursuant to a 10b5-1 sales instruction related to a restricted stock unit (RSU) award agreement dated 12/18/2007. RSU was previously reported in Table I of reporting person's Form 3 on 12/17/09.
- (2) Shares reported reflect the amount sold to cover the tax liabilities of the reporting person pursuant to a 10b5-1 sale instruction related to a Performance-Accelerated Restricted Stock Unit (PARSU) award agreement dated December 18, 2006. Acquisition of the PARSU was previously reported in Table I of reporting person's Form 4 on December 19, 2006.
- (3) Shares reported represent an amount sold to cover the tax liabilities of the reporting person pursuant to a 10b5-1 sales instruction related to a restricted stock unit (RSU) award agreement dated 12/16/2008. Acquisition of the RSU was previously reported in Table I of

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reporting person's Form 3 on 12/17/2009.

(4) Shares reported represent an amount sold to cover the tax liabilities of the reporting person pursuant to a 10b5-1 sales instruction related to a restricted stock unit (RSU) award agreement dated 12/16/2009. Acquisition of the RSU was previously reported in Table I of reporting person's Form 4 on 12/18/2009.

(5) Shares reported represent an amount sold to cover the tax liabilities of the reporting person pursuant to a 10b5-1 sales instruction related to a restricted stock unit (RSU) award agreement dated 7/28/2010. Acquisition of the RSU was previously reported in Table I of reporting person's Form 4 on 08/18/2010.

(6) Shares reported include unvested Restricted Stock Units (RSUs).

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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