

Phipps Jason  
Form 4  
March 21, 2019

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Phipps Jason

(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)

03/20/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

SVP Global Sales and Marketing

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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 (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>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                         |
| Common<br>Stock                       | 03/20/2019                              |                                                             | F                                       |                                                                         | 409 <sup>(1)</sup>                                                                                                 | D<br>\$<br>37.92                                                     | 75,150 <sup>(2)</sup> D                 |
| Common<br>Stock                       | 03/20/2019                              |                                                             | F                                       |                                                                         | 226 <sup>(3)</sup>                                                                                                 | D<br>\$<br>37.92                                                     | 74,924 <sup>(2)</sup> D                 |
| Common<br>Stock                       | 03/20/2019                              |                                                             | F                                       |                                                                         | 170 <sup>(4)</sup>                                                                                                 | D<br>\$<br>37.92                                                     | 74,754 <sup>(2)</sup> D                 |
| Common<br>Stock                       | 03/20/2019                              |                                                             | F                                       |                                                                         | 158 <sup>(5)</sup>                                                                                                 | D<br>\$<br>37.92                                                     | 74,596 <sup>(2)</sup> D                 |
| Common<br>Stock                       | 03/20/2019                              |                                                             | F                                       |                                                                         | 450 <sup>(6)</sup>                                                                                                 | D<br>\$<br>37.92                                                     | 74,146 <sup>(2)</sup> D                 |

## Edgar Filing: Phipps Jason - Form 4

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<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<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships |           |                                      |       |
|-----------------------------------------------------------------------------------|---------------|-----------|--------------------------------------|-------|
|                                                                                   | Director      | 10% Owner | Officer                              | Other |
| Phipps Jason<br>C/O CIENA CORPORATION<br>7035 RIDGE RD.<br>HANOVER, MD 21076-1426 |               |           | SVP Global<br>Sales and<br>Marketing |       |

## Signatures

By: Michelle Rankin For: Jason Phipps 03/21/2019

\_\_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) Represents shares withheld to cover payment of the tax liabilities of the reporting person related to a restricted stock unit (RSU) award agreement dated 12/18/2018. Acquisition of the RSU was previously reported in Table I of reporting person's Form 4 on 12/20/2018.
- (2) Shares reported include unvested Restricted Stock Units (RSUs) and Performance Stock Units (PSUs).
- (3) Represents shares withheld to cover payment of the tax liabilities of the reporting person related to a restricted stock unit (RSU) award agreement dated 3/1/2017. Acquisition of the RSU was previously reported in Table I of reporting person's Form 4 on 3/3/2017.
- (4) Represents shares withheld to cover payment of the tax liabilities of the reporting person related to a restricted stock unit (RSU) award agreement dated 12/14/2016. Acquisition of the RSU was previously reported in Table I of reporting person's Form 3 on 3/1/2017.

## Edgar Filing: Phipps Jason - Form 4

- (5) Represents shares withheld to cover payment of the tax liabilities of the reporting person related to a restricted stock unit (RSU) award agreement dated 12/15/2015. Acquisition of the RSU was previously reported in Table I of reporting person's Form 3 on 3/1/2017.
- (6) Represents shares withheld to cover payment of the tax liabilities of the reporting person related to a restricted stock unit (RSU) award agreement dated 12/12/2017. Acquisition of the RSU was previously reported in Table I of reporting person's Form 4 on 12/14/2017.

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.