

CIENA CORP

Form 4

December 23, 2015

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SMITH GARY B**

(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)  
**12/21/2015**

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)

**PRESIDENT, CEO**

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) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 12/21/2015                              |                                                             | S                                       | (A)<br>or<br>(D)<br>Amount<br>(1)<br>3,064<br>D                         | \$<br>19.9<br>946,612 (2)                                                                                          | D                                                                    |                                         |
| Common<br>Stock                       | 12/21/2015                              |                                                             | S                                       | (3)<br>15,340<br>D                                                      | \$<br>19.9<br>931,272 (2)                                                                                          | D                                                                    |                                         |
| Common<br>Stock                       | 12/21/2015                              |                                                             | S                                       | (3)<br>10,227<br>D                                                      | \$<br>19.9<br>921,045 (2)                                                                                          | D                                                                    |                                         |
| Common<br>Stock                       | 12/21/2015                              |                                                             | S                                       | (4)<br>3,835<br>D                                                       | \$<br>19.9<br>917,210 (2)                                                                                          | D                                                                    |                                         |
| Common<br>Stock                       | 12/21/2015                              |                                                             | S                                       | (5)<br>16,221<br>D                                                      | \$<br>19.9<br>900,989 (2)                                                                                          | D                                                                    |                                         |

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|              |            |   |               |   |         |             |   |
|--------------|------------|---|---------------|---|---------|-------------|---|
| Common Stock | 12/21/2015 | S | 5,422<br>(5)  | D | \$ 19.9 | 895,567 (2) | D |
| Common Stock | 12/21/2015 | S | 2,882<br>(6)  | D | \$ 19.9 | 892,685 (2) | D |
| Common Stock | 12/21/2015 | S | 3,833<br>(7)  | D | \$ 19.9 | 888,852 (2) | D |
| Common Stock | 12/21/2015 | S | 12,951<br>(8) | D | \$ 19.9 | 875,901 (2) | D |
| Common Stock | 12/21/2015 | S | 41,085<br>(8) | D | \$ 19.9 | 834,816 (2) | D |

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

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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. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Report<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 |
| SMITH GARY B<br>C/O CIENA CORPORATION<br>7035 RIDGE RD.<br>HANOVER, MD 21076-1426 | X             |           | PRESIDENT,<br>CEO |       |

## Signatures

By: Erik Lichter For: Gary B.  
Smith

12/23/2015

\_\_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).

RSU Taxes - 12/15/2011 (Shares reported represent an amount sold to cover the tax liabilities of the reporting person pursuant to a  
(1) 10b5-1 sales instruction related to a restricted stock unit (RSU) award agreement dated 12/15/2011. Acquisition of the RSU was previously reported in Table I of reporting person's Form 4 on 12/19/2011.)

(2) Shares reported include unvested Restricted Stock Units (RSUs) and Performance Stock Units (PSUs).

Shares reported represent an amount sold to cover the tax liabilities of the reporting person pursuant to a 10b5-1 sales instruction related  
(3) to a performance stock unit (PSU) award agreement dated 12/18/2012. The earning of the PSU was previously reported on Table I of reporting person's Form 4 on 12/19/2013.

RSU Tax Sales 12/18/12 (Shares reported represent an amount sold to cover the tax liabilities of the reporting person pursuant to a 10b5-1  
(4) sales instruction related to a restricted stock unit (RSU) award agreement dated 12/18/2012. Acquisition of the RSU was previously reported in Table I of reporting person's Form 4 on 12/20/2012.)

Shares reported represent an amount sold to cover the tax liabilities of the reporting person pursuant to a 10b5-1 sales instruction related  
(5) to a performance stock unit (PSU) award agreement dated 12/17/2013. The earning of the PSU was previously reported on Table I of reporting person's Form 4 on 12/19/2014.

RSU Tax Sales 12/17/13 Award (Shares reported represent an amount sold to cover the tax liabilities of the reporting person pursuant to a  
(6) 10b5-1 sales instruction related to a restricted stock unit (RSU) award agreement dated 12/17/2013. Acquisition of the RSU was previously reported in Table I of reporting person's Form 4 on 12/19/2013.)

RSU tax sales - 12/17/14 grant (Shares reported represent an amount sold to cover the tax liabilities of the reporting person pursuant to a  
(7) 10b5-1 sales instruction related to a restricted stock unit (RSU) award agreement dated 12/17/2014. Acquisition of the RSU was previously reported in Table I of reporting person's Form 4 on 12/19/2014.)

Shares reported represent an amount sold to cover the tax liabilities of the reporting person pursuant to a 10b5-1 sales instruction related  
(8) to a performance stock unit (PSU) award agreement dated 12/17/2014. The earning of the PSU was previously reported on Table I of reporting person's Form 4 on 12/17/2015.

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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