CIENA CORP Form 4

December 26, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Rothenstein David M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

CIENA CORP [CIEN]

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(First)

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

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

C/O CIENA CORPORATION, 1201

12/23/2013

OMB APPROVAL

3235-0287

January 31,

2005

0.5

WINTERSON ROAD

Sr. VP, General Counsel 6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

LINTHICUM,, MD 21090

(City)	(State)	(Zip) 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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(11104111)		
Common Stock	12/23/2013		S	1,114 (1)	D	\$ 22.2223	266,004 (2)	D		
Common Stock	12/23/2013		S	885 (3)	D	\$ 22.2234	265,119 (2)	D		
Common Stock	12/23/2013		S	775 (4)	D	\$ 22.2233	264,344 (2)	D		
Common Stock	12/23/2013		S	325 (5)	D	\$ 22.2217	264,019 (2)	D		
Common Stock	12/23/2013		S	3,629 (5)	D	\$ 22.2222	260,390 (2)	D		

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7,201 Common 12/23/2013 S D \$ 22.22 253,189 (2) D Stock

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transac Code (Instr. 8	5. etionNumber of Securiti Acquire (A) or Dispose of (D) (Instr. 3	(Month/Day ive es d d	Date	7. Title Amour Underl Securir (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Rothenstein David M C/O CIENA CORPORATION 1201 WINTERSON ROAD LINTHICUM,, MD 21090

Sr. VP, General Counsel

Signatures

By: Erik Lichter For: David M. 12/26/2013 Rothenstein

> **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).
- Shares reported represent an amount sold to cover the tax liabilities of the reporting person pursuant to a 10b5-1 sales instruction related (1) 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.
- (2) Shares reported include unvested Restricted Stock Units (RSUs) and Performance Stock Units (PSUs).

Reporting Owners 2

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- 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 restricted stock unit (RSU) award agreement dated 12/14/2010. Acquisition of the RSU was previously reported in Table I of reporting person's Form 4 on 12/16/2010.
- Shares reported represent an amount sold to cover the tax liabilities of the reporting person pursuant to a 10b5-1 sales instruction related (4) 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.
- 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 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 to 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.

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.