

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person
 Gorman, Dennis J.
 c/o Sevin Rosen Funds
 Two Galleria Tower
 13455 Noel Road, Suite 1670
 Dallas, TX 75240
2. Issuer Name and Ticker or Trading Symbol
 CIENA Corporation
 ("CIEN")
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 February 1997
5. If Amendment, Date of Original (Month/Year)
 February 5, 1997
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director (X) 10% Owner () Officer (give title below) () Other
 (specify below)
7. 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 | 2. Transaction Date | 3. Code | 4. Securities Acquired (A) or Disposed of (D) | | | 5. Amount of Securities Beneficially Owned at End of Month | 6. Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership | |
|----------------------|---------------------|---------|---|-----|-------|--|-------------------------------|--|--------|
| | | | Amount | A/D | Price | | | By | Entity |
| Common Stock | 2/12/97 | C | 10,877,505 | A | | 11,081,830 | I | By Sevin Rosen Fund IV L.P. | (1) |
| Common Stock | 2/12/97 | C | 714,285 | A | | 714,285 | I | By Sevin Rosen Fund V L.P. | (1) |

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date | 4. Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security | 9. Number of Derivative Securities Beneficially Owned at End of Month | 10. Nature of Indirect Beneficial Ownership | |
|--------------------------------------|--|---------------------|---------|--|-----|---------------|--|--|---------------------------------|---|---|-----|
| | | | | Amount | A/D | Exercise Date | | | | | Title and Number of Shares | By |
| Series A Convertible Preferred Stock | | 2/12/97 | C | 1,148,789 | D | | | Common Stock 5,743,945 | 0 | I | By Sevin Rosen Fund IV L.P. | (1) |
| Series B Convertible Preferred Stock | | 2/12/97 | C | 740,998 | D | | | Common Stock 3,704,990 | 0 | I | By Sevin Rosen Fund IV L.P. | (1) |
| Series C Convertible Preferred Stock | | 2/12/97 | C | 285,714 | D | | | Common Stock 1,428,570 | 0 | I | By Sevin Rosen Fund IV L.P. | (1) |
| Series C Convertible Preferred Stock | | 2/12/97 | C | 142,857 | D | | | Common Stock 714,285 | 0 | I | By Sevin Rosen Fund V L.P. | (1) |

Explanation of Responses:
 (1) Mr. Gorman is an affiliate of Sevin Rosen Fund IV L.P., Sevin Rosen Fund V L.P. and may be deemed to beneficially own the shares held by these entities. Mr. Gorman disclaims beneficial ownership of the shares held by such entities except to the extent of his proportionate partnership interest therein.

(2) Upon the closing of the Issuer's initial public offering of its Common Stock, each issued and outstanding share of its convertible preferred stock automatically converted into five shares of its Common Stock.

SIGNATURE OF REPORTING PERSON
 /s/ John V. Jagers, as Attorney-in-Fact
 DATE
 October 10, 1997