SEC Form 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

| 1. Name and Address of Reporting Person [*] HAMILTON RICK | | | 2. Issuer Name and Ticker or Trading Symbol <u>CIENA CORP</u> [CIEN] | | tionship of Reporting Pe all applicable) Director | erson(s) to Issuer 10% Owner |
|---|--|---------------------|--|-------------------------|---|---|
| (Last) (First) (Middle) C/O CIENA CORPORATION 7035 RIDGE RD. (Street) HANOVER MD 21076-1426 (City) (State) (Zip) | | () | 3. Date of Earliest Transaction (Month/Day/Year) 12/17/2019 | X | Officer (give title below) SVP, Software a | Other (specify below) nd Services |
| | | 21076-1426 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indivi Line) X | vidual or Joint/Group Filing (Check Applicable 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) | | | | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|---|---|-----------------------|---------------|--------------|---|---|---|
| | | | | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (mat. 4) |
| Common Stock | 12/17/2019 | | A | | 20,043(1) | Α | \$0.0 | 82,983(2) | D | |
| Common Stock | 12/17/2019 | | A | | 11,736 ⁽³⁾ | Α | \$0.0 | 94,719(2) | D | |

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) | Transaction Code (Instr. 8) Acqui or Dis of (D) | | 5. Number Derivativ Securitie Acquired or Dispos of (D) (Ins 3, 4 and 5 | e s I (A) sed str. | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|---|--|---|---|--------------------------------|--|--------------------|---|--|---|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | (Instr. 4) | | |
| Market Stock Units (2022) | \$0.0 | 12/17/2019 | | A | | 8,017 ⁽⁴⁾ | | (5) | (5) | Common Stock | 8,017(4) | \$0.0 | 8,017 ⁽⁴⁾ | D | |

Explanation of Responses:

1. Reflects Restricted Stock Units (RSUs) that vest over four years, with one-sixteenth of the grant amount vesting on March 20, June 20, September 20, and December 20 of each year, commencing on March 20, 2020.

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

3. Reflects the number of stock units earned pursuant to the terms of a performance stock unit award granted on 12/18/2018 reflecting the achievement of the related performance conditions. These shares vest in equal 1/2 amounts on each December 20, 2019 and 2020.

4. Each market stock unit (MSU) represents the contingent right to receive, following vesting, between 0% and 200% of one share of the Issuer's common stock, subject to the level of achievement of applicable total shareholder return (TSR) performance conditions over a three-year period from fiscal 2020 through fiscal 2022.

5. The MSUs will vest on December 20, 2022, subject to the performance conditions described above.

By: Michelle Rankin For: Rick 12/18/2019

<u>Hamilton</u>

** Signature of Reporting Person Date

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

 * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

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