

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  
 Phipps, Charles H.  
 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  
 May 1997
5. If Amendment, Date of Original (Month/Year)  
 June 10, 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. Date of Transaction	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
Common Stock	5/27/97	J(1)	1,108,183	9,973,647	I	By Sevin Rosen Fund IV L.P. (2)
Common Stock	5/27/97	J(3)	71,429	642,856	I	By Sevin Rosen Fund V L.P. (2)
Common Stock	5/27/97	J(4)	2,096	2,346	I	By Trustee (5)
Common Stock	5/27/97	J(6)	29,451	29,701	D	
Common Stock				250	I	By Wife (7)

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Date of Transaction	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Direct (D) or Indirect (I)	11. Nature of Indirect Ownership

Explanation of Responses:

- (1) Distribution by Sevin Rosen Fund IV L.P. to its partners.
- (2) Mr. Phipps is a general partner of both SRB Associates IV L.P., the general partner of Sevin Rosen Fund IV L.P. and SRB Associates V L.P., the general partner of Sevin Rosen Fund V L.P. Mr. Phipps disclaims beneficial ownership of the shares held by such entities except to the extent of his proportionate partnership interest therein.
- (3) Distribution by Sevin Rosen Fund V L.P. to its partners.
- (4) Acquired pursuant to the distribution by SRB Associates IV L.P.
- (5) The shares are held in a trust for the benefit of the Reporting Person's child. The Reporting Person's wife is the trustee.
- (6) Acquired by Reporting Person pursuant to distributions by each of SRB Associates IV L.P. and Sevin Rosen Fund V L.P.
- (7) The shares are owned by the Reporting Person's wife.

SIGNATURE OF REPORTING PERSON  
 /s/ John V. Jagers, Attorney-in-Fact  
 DATE  
 October 7, 1997