

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
 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. Date	3. Transaction 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			
Common Stock	02/12/97	C	10,877,505	A		11,081,830	I	By Sevin Rosen Fund IV L.P. (1)
Common Stock	02/12/97	C	714,285	A		714,285	I	By Sevin Rosen Fund V L.P. (1)
Common Stock	02/07/97	P	250	A	\$23.00	250	I	By Trustee (2)
Common Stock	02/07/97	P	250	A	\$23.00	250	D	
Common Stock	02/07/97	P	250	A	\$23.00	250	I	By Wife (3)

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	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	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 Beneficial Ownership
Series A Convertible Preferred Stock		2/12/97	C	1,148,789	(4) (4)	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	(4) (4)	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	(4) (4)	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	(4) (4)	Common Stock 714,285		-0-	I	By Sevin Rosen Fund V L.P. (1)

Explanation of Responses:
 (1) The Reporting Person 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. The Reporting Person disclaims beneficial ownership of the shares held by such entities except to the extent of his proportionate partnership interest therein.
 (2) The shares are held in a trust for the benefit of the Reporting Person's

child. The wife of the Reporting Person is the trustee of such trust.

(3) The shares are owned by the wife of the Reporting Person.

(4) 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 Common Stock.

SIGNATURE OF REPORTING PERSON

/s/ John V. Jagers, Attorney-in-Fact

DATE

October 7, 1997