

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D A-2

Under the Securities Exchange Act of 1934

CIENA CORPORATION
(Name of Issuer)

Common Stock, \$.01 Par Value
(Title of Class of Securities)

171779 10 1
(CUSIP Number)

Margaret Maxwell Zagel
Secretary
Tellabs, Inc.
4951 Indiana Avenue
Lisle, Illinois 60532-1698
(630) 378-8800
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 13, 1998
(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D A-2, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box:
().

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

SCHEDULE 13D A-2

CUSIP No. 171779 10 1

1 NAME OF
REPORTING
PERSON

Tellabs, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) () (b) ()

3 SEC USE ONLY

4 SOURCE OF FUNDS

NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

(a) () (b) ()

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
012 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES
(a) () (b) ()

3

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0%

14 TYPE OF REPORTING PERSON
CO

Item 1. Security and Issuer

The class of equity securities to which this Statement relates is the common stock, \$.01 par value per share ("CIENA Common Stock"), of CIENA Corporation, a Delaware corporation ("CIENA"). CIENA's principal executive offices are located at 920 Elkridge Landing Road, Linthicum, Maryland 21090.

Item 2. Identity and Background

This Statement is filed by Tellabs, Inc., a Delaware corporation ("Tellabs"), whose principal business address is 4951 Indiana Avenue, Lisle, Illinois 60532-1698. Tellabs' principal business is to design, manufacture, market and service voice and data transport and network access systems. During the past five years, Tellabs has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), nor has it been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Set forth below are the names, principal occupations and business addresses of the executive officers and directors of Tellabs. With the exception of Jukka Harju, who is a citizen of Finland, each executive officer and director listed below is a citizen of the United States of America. During the past five years, none of the executive officers or directors has been convicted in a criminal proceeding

(excluding traffic violations or similar misdemeanors), or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Executive Officers of Tellabs:

NAME - - - - -	POSITION WITH TELLABS -----
Michael J. Birck(1)	President, Chief Executive Officer and Director, Tellabs, Inc.
Charles C. Cooney(1)	Vice President, Sales and Service, Tellabs Operations, Inc.
J. Thomas Gruenwald(2)	Vice President, Strategic Resources, Tellabs Operations, Inc.
Peter A. Guglielmi(2)	Executive Vice President, Chief Financial Officer and Treasurer, Tellabs, Inc., and Tellabs Operations, Inc. and Director, Tellabs, Inc.
Jukka Harju(3)	Vice President and General Manager, Tellabs Oy; Vice President, Tellabs International, Inc.
Brian J. Jackman(1)	President, Tellabs Operations, Inc; Executive Vice President and Director, Tellabs, Inc.
J. Peter Johnson(2)	Vice President, Finance and Treasury, Assistant Secretary and Controller, Tellabs, Inc., and Tellabs Operations, Inc.

John C. Kohler(2) Vice President, Manufacturing, Tellabs Operations, Inc.

Harvey R. Scull(1) Vice President, Advanced Business Development, Tellabs Operations, Inc.

Richard T. Taylor(1) Senior Vice President and General Manager, Digital Systems Division, Tellabs Operations, Inc.

John E. Vaughan(1) President, Tellabs International, Inc.; Executive Vice President, Tellabs, Inc.

Margaret Maxwell Zagel(1) Vice President, General Counsel and Secretary, Tellabs Operations, Inc.; Secretary, Tellabs, Inc.

- (1) The business address of this executive officer is 4951 Indiana Avenue, Lisle, Illinois 60532-1698.
- (2) The business address of this executive officer is 1000 Remington Boulevard, Bolingbrook, Illinois 60440
- (3) The business address of this executive officer is Sinikalliontie 7, FIN-02630, Espoo, Finland.

Directors of Tellabs:

NAME -----	PRINCIPAL OCCUPATION, ADDRESS OF EMPLOYER AND BUSINESS ADDRESS OF DIRECTOR -----
Michael J. Birck	President and Chief Executive Officer of Tellabs, Inc., 4951 Indiana Avenue Lisle, Illinois 60532-1698.
John D. Foulkes, Ph.D.	Director of Engineering Studies (retired) University of Puget Sound; Professor (retired) University of Washington, 1256 S. Halsey Drive, Coupeville, Washington 98239.
Peter A. Guglielmi	Executive Vice President, Chief Financial Officer and Treasurer, Tellabs, Inc., and Tellabs Operations, Inc., 1000 Remington Boulevard, Bolingbrook, Illinois 60440.
Brian J. Jackman	President, Tellabs Operations, Inc, Executive Vice President, Tellabs, Inc., 4951 Indiana Avenue Lisle, Illinois 60532-1698.
Frederick A. Krehbiel	Chief Executive Officer and Chairman of the Board, Molex Incorporated, 2222 Wellington Court, Lisle, Illinois 60532.
Stephanie Pace Marshall, Ph.D.	President, Illinois Mathematics and Science Academy, 1500 W. Sullivan Road, Aurora, Illinois 60506-1000.
William F. Souders	Chairman and Chief Executive Officer (retired), Emery Air Freight Corporation, formerly Executive Vice President, Xerox Corporation, 100 First Stamford Place, Suite 402, Stamford, Connecticut 06904-2340.

Jan H. Suwinski

Professor of Strategy and Operations
Management-Johnson School, Cornell
University; Executive Vice President
(retired), Opto-Electronics Group, Corning
Incorporated; Chairman (retired) Siecor
Corporation, 451 Sheffield Road, Ithaca,
New York 14850.

Item 3. Source and Amount of Funds or Other Consideration

Not applicable.

Item 4. Purpose of Transaction

On September 13, 1998, Tellabs, Inc., a Delaware corporation ("Tellabs"), and CIENA Corporation, a Delaware corporation ("CIENA"), entered into a termination agreement dated as of September 13, 1998 ("Termination Agreement") for the purpose of terminating that certain Agreement and Plan of Merger (the "Merger Agreement") between Tellabs, CIENA and White Oak Merger Corp., a Delaware corporation. Such Termination Agreement, among other things, provides for the termination of those certain stockholder agreements between key executives and directors of CIENA and Tellabs, which terminated any interest Tellabs may have been deemed to have acquired over such persons CIENA Common Stock. A Copy of the Termination Agreement is included as Exhibit 1 hereto and the description of the Termination Agreement contained herein is qualified in its entirety by reference to such exhibit, which is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

(a) - (c) Upon execution of the Termination Agreement described in Item 4 above, Tellabs no longer has any interest in the subject CIENA Common Stock.

(d) Not applicable.

(e) Not applicable

Item 6. Contracts, Arrangements, Understanding or Relationships
with Respect to Securities of the Issuer.

Not applicable.

Item 7. Material to be Filed as Exhibits.

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- 1 Termination Agreement among Tellabs, Inc. and CIENA Corporation dated as of September 13, 1998. (Incorporated by reference to Exhibit 2.6 of Tellabs, Inc.'s current Report on Form 8-K (filed on September 14, 1998)).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

TELLABS, INC.

Dated: September 15, 1998

By: /s/ Margaret Maxwell Zagel

Margaret Maxwell Zagel
Secretary

EXHIBIT INDEX

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Exhibit No. Description

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