SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
SMITH GARY B	CIENA CORP [CIEN]	X Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/20/2023	X Officer (give title below) Other (specify below)
C/O CIENA CORPORATION 7035 RIDGE RD. (Street)		President, CEO
HANOVER MD 21076-1426	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(City) (State) (Zip)		X Form filed by One Reporting Person
		Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/20/2023		F		2,125[1]	D	$43.58	535,942[2]	D	
Common Stock	12/20/2023		F		2,582[3]	D	$43.58	533,360[2]	D	
Common Stock	12/20/2023		F		2,933[4]	D	$43.58	530,427[2]	D	
Common Stock	12/20/2023		F		1,629[5]	D	$43.58	528,798[2]	D	
Common Stock	12/20/2023		F		7,139[6]	D	$43.58	521,659[2]	D	
Common Stock	12/20/2023		F		6,758[7]	D	$43.58	514,901[2]	D	
Common Stock	12/20/2023		F		11,725[8]	D	$43.58	503,176[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)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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) (Instr. 4)	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				

Explanation of Responses:

1. Represents shares withheld to cover payment of the tax liabilities of the reporting person related to a restricted stock unit (RSU) award agreement dated 12/16/2020. Acquisition of the RSU was previously reported in Table I of the reporting person's Form 4 filed on 12/18/2020.

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

3. Represents shares withheld to cover payment of the tax liabilities of the reporting person related to a restricted stock unit (RSU) award agreement dated 12/17/2019. Acquisition of the RSU was previously reported in Table I of the reporting person's Form 4 filed on 12/19/2019.

4. Represents shares withheld to cover payment of the tax liabilities of the reporting person related to a restricted stock unit (RSU) award agreement dated 12/13/2022. Acquisition of the RSU was previously reported in Table I of the reporting person's Form 4 filed on 12/15/2022.

5. Represents shares withheld to cover payment of the tax liabilities of the reporting person related to a restricted stock unit (RSU) award agreement dated 12/14/2021. Acquisition of the RSU was previously reported in Table I of the reporting person's Form 4 filed on 12/16/2021.

6. Represents shares withheld to cover payment of the tax liabilities of the reporting person related to a market stock unit (MSU) award agreement dated 12/16/2020. The earning of the MSU was previously reported on Table I of the reporting person's Form 4 filed on 12/14/2023.

7. Represents shares withheld to cover payment of the tax liabilities of the reporting person related to a performance stock unit (PSU) award agreement dated 12/13/2022. The earning of the PSU was previously reported on Table I of the reporting person's Form 4 filed on 12/14/2023.

8. Represents shares withheld to cover payment of the tax liabilities of the reporting person related to a performance stock unit (PSU) award agreement dated 12/14/2021. The earning of the PSU was previously reported on Table I of the reporting person's Form 4 filed on 12/15/2022.

By: Michelle Rankin For: Gary B. Smith   12/21/2023

** 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.