SEC Form 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average bur	den
hours per response:	0.5

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FORM 4

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

1. Name and Address of Reporting Person*				er Name and Ticke		ymbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) C/O CIENA C	CIENA CORPORATION		-	e of Earliest Transa		Day/Year)	- x	Director Officer (give title below) VP, CON	10% C Other below	(specify		
7035 RIDGE RD.				nendment, Date of	Original Filed	(Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable					
(Street) HANOVER	MD	21076-1426	_				Line) X	Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)										
		Table I - Non-Der	vative S	Securities Acq	uired, Dis	oosed of, or Benefi	cially	Owned				
								E A		-		

1. The of Security (instr.	3)	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		Disposed Of (5)			Securities Beneficially Owned Following Reported	(D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)
				Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock		12/13/2022		A		1,522 ⁽¹⁾	A	\$0.0	29,399 ⁽²⁾	D	
Common Stock		12/13/2022		М		1,180 ⁽³⁾	A	(4)	30,579 ⁽²⁾	D	
Common Stock		12/13/2022		A		5,520 ⁽⁵⁾	A	\$0.0	36,099 ⁽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. Transa Code (8)		Derivative		6. Date Exerc Expiration Da (Month/Day/Y	ate	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	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		Transaction(s) (Instr. 4)		
Market Stock Units (2022)	\$0.0	12/13/2022		М			1,710 ⁽⁶⁾	(3)	(3)	Common Stock	1,710 ⁽⁶⁾	\$0.0	0	D	

Explanation of Responses:

1. Reflects the number of stock units earned pursuant to the terms of a performance stock unit (PSU) award granted on December 14, 2021 reflecting the achievement of the related performance conditions. These shares vest in equal 1/2 amounts on each of December 20, 2022 and 2023.

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

3. Reflects the number of stock units earned pursuant to the terms of a market stock unit (MSU) award granted on December 17, 2019 reflecting the level of achievement of the applicable total shareholder return (TSR) performance conditions. These shares vest on December 20, 2022.

4. Each MSU will convert on the vesting date into common stock pursuant to the terms of the MSU award.

5. 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, 2023.

6. Each 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 TSR performance conditions over a three-year period from fiscal 2020 through fiscal 2022.

<u>By: Michelle Rankin For:</u> <u>Andrew C Petrik</u>

** Signature of Reporting Person Date

12/15/2022

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

 \ast 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.

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