SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

OMB APP	PROVAL
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1. Name and Address of Reporting Person [*] SMITH GARY B		rson*	2. Issuer Name and Ticker or Trading Symbol <u>CIENA CORP</u> [CIEN]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
				X	Director	10% Owner				
	3. Date of Earliest Transaction (Month/Day/Year)	- x	Officer (give title below)	Other (specify below)						
(Last) (First) (Middle) C/O CIENA CORPORATION		(midule)	12/20/2019		President,	,				
7035 RIDGE H	RD.									
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	vidual or Joint/Group Fili	ng (Check Applicable				
HANOVER	MD	21076-1426		X	Form filed by One Re	porting Person				
			-		Form filed by More th Person	an One Reporting				
(City)	(State)	(Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table 1- Non-Derivative Occurries Acquired, Disposed 61, 61 Derichiciary 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 / Disposed Of (5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock	12/20/2019		F		10,148(1)	D	\$42.39	589,916 ⁽²⁾	D			
Common Stock	12/20/2019		F		10,376(1)	D	\$42.39	579,540 ⁽²⁾	D			
Common Stock	12/20/2019		F		27 , 026 ⁽³⁾	D	\$42.39	552,514 ⁽²⁾	D			
Common Stock	12/20/2019		F		5,000 ⁽³⁾	D	\$42.39	547,514 ⁽²⁾	D			
Common Stock	12/20/2019		F		13,226 ⁽⁴⁾	D	\$42.39	534,288 ⁽²⁾	D			
Common Stock	12/20/2019		F		10,581(4)	D	\$42.39	523,707 ⁽²⁾	D			
Common Stock	12/20/2019		F		2,651 ⁽⁵⁾	D	\$42.39	521,056 ⁽²⁾	D			
Common Stock	12/20/2019		F		2,851 ⁽⁶⁾	D	\$42.39	518,205 ⁽²⁾	D			
Common Stock	12/20/2019		F		3,754 ⁽⁷⁾	D	\$42.39	514,451 ⁽²⁾	D			
Common Stock	12/20/2019		F		2,625 ⁽⁸⁾	D	\$42.39	511,826 ⁽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)		of Exp		6. Date Exerc Expiration Da (Month/Day/Y	7. Title Amour Securi Underl Deriva Securi and 4)	nt of ties ying tive ty (Instr. 3	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 performance stock unit (PSU) award agreement dated 12/14/2016. The earning of the PSU was previously reported on Table I of reporting person's Form 4 on 12/14/2017.

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 performance stock unit (PSU) award agreement dated 12/12/2017. The earning of the PSU was previously reported on Table I of reporting person's Form 4 on 12/20/2018.

4. Represents shares withheld to cover payment of the tax liabilities of the reporting person related to a performance stock unit (PSU) award agreement dated 12/18/2018. The earning of the PSU was

previously reported on Table I of reporting person's Form 4 on 12/19/2019. 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 12/15/2015. Acquisition of the RSU was previously reported in Table I of reporting person's Form 4 on 12/17/2015.

Represents shares withheld to cover payment of the tax liabilities of the reporting person related to a restricted stock unit (RSU) award agreement dated 12/14/2016. Acquisition of the RSU was previously reported in Table I of reporting person's Form 4 on 12/16/2016.

7. Represents shares withheld to cover payment of the tax liabilities of the reporting person related to a restricted stock unit (RSU) award agreement dated 12/12/2017. Acquisition of the RSU was previously reported in Table I of reporting person's Form 4 on 12/14/2017.

8. Represents shares withheld to cover payment of the tax liabilities of the reporting person related to a restricted stock unit (RSU) award agreement dated 12/18/2018. Acquisition of the RSU was previously reported in Table I of reporting person's Form 4 on 12/20/2018.

By: Michelle Rankin For: Gary 12/23/2019

B. Smith

** 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.