SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

1. Name and Address of Reporting Person* Rothenstein David M				er Name and Ticke <u>NA CORP</u> [C		ymbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
(Last) C/O CIENA CO	(First) ORPORATION	(Middle)	3. Date 12/14	e of Earliest Transad /2021	ction (Month/D	ay/Year)	x	Director Officer (give title below) Sr. VP, Ger		(specify			
7035 RIDGE RD. (Street) HANOVER MD 21076-1426 (City) (State) (Zip)				4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applid 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 (Instr. 2) 2. Transaction 2.0 Decemded 4. Securities Acquired (A) or 5. Amount of 6. Ownershin 7. Network of													

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) (Instr.		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	v	Amount (A) or Price		Transaction(s) (Instr. 3 and 4)		(1150.4)	
Common Stock	12/14/2021		A		16,279(1)	A	\$ <mark>0.0</mark>	263,109 ⁽²⁾	D	
Common Stock	12/14/2021		М		17 , 386 ⁽³⁾	A	(4)	280,495 ⁽²⁾	D	
Common Stock	12/14/2021		A		14,279 ⁽⁵⁾	A	\$ <mark>0.0</mark>	294,774 ⁽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)		Deri Sec Acq or D of (I	umber of vative urities uired (A) visposed D) (Instr. and 5)	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 Transaction(s)	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		(Instr. 4)		
Market Stock Units (2021)	\$0.0	12/14/2021		М			8,693 ⁽⁶⁾	(3)	(3)	Common Stock	8,693 ⁽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 award granted on December 16, 2020 reflecting the achievement of the related performance conditions. These shares vest in equal 1/2 amounts on each of December 20, 2021 and 2022.

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 18, 2018 reflecting the level of achievement of the applicable total shareholder return (TSR) performance conditions. These shares vest on December 20, 2021.

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, 2022.

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 2019 through fiscal 2021.

<u>By: Michelle Rankin For:</u> David M. Rothenstein

** Signature of Reporting Person Date

12/16/2021

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.

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.