SEC Form 4

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 APPROVAL
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| 1. Name and Address of Reporting Person [*] HJARTARSON GUDMUNDUR | | | | | | 2. Issuer Name and Ticker or Trading Symbol <u>CIENA CORP</u> [CIEN] | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | | | |
|--|---|--|---|-------|---|--|-------------------------------------|--|------|--|-----|---|-------------------------------|---|--|---|---|--|-------------------------|---|--|
| (Last) (First) (Middle) | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 09/03/2004 | | | | | | | | | x | Officer (below) | give title | Broad | Other (specil below) | | |
| 1201 WINTERSON ROAD | | | | | | | | | | | | | | | | 51 11 0 | | broad | | | |
| (Street) | | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | |
| LINTHICUM MD 21090 | | | | | | | | | | | | | | | X | | Form filed by One Reporting Person | | | | |
| (City) | (5 | itate) (Zip) | | | | | | | | | | | | | | Form filed by More than One Reporting Person | | | | | |
| | | Tá | able I - No | on-De | rivat | ive S | ecu | rities A | cqu | ired, | Dis | sposed o | f, or B | enefi | cially | Owned | | | | | |
| 1. Title of Security (Instr. 3) Date (Month/Da | | | | | | | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 | | | and 5) Securities Beneficia Owned Fo | | s Ily ollowing | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | |
| | | | | | | | | | | Code | v | Amount | (A) (D) | Pr Pi | rice | Reported Transaction(s) (Instr. 3 and 4) | | | | (Instr. 4) | |
| Common Stock 09/03 | | | | | | /2004 | | | | м | | 143,27 | 9 A | | \$ <mark>0.3</mark> | 715,159 | | | D | | |
| Common Stock 09/ | | | | | 09/03/2004 | | | | | М | | 42 | A | | \$ <mark>0.3</mark> | 715 | ,201 | D | | | |
| Common Stock 09/03 | | | | | 03/20 | 3/2004 | | | | М | | 106,67 | 9 A | | \$ <mark>0.3</mark> | 821,880 | | | D | | |
| Common Stock 09/03/ | | | | | 03/20 | /2004 | | | | S | | 250,00 | 0 I | \$ | 1.7979 | 571,880 | | | D | | |
| | | | Table II · | | | | | | | | | osed of, convertil | | | | wned | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemec Execution I if any (Month/Day | Date, | 4. Transaction Code (Instr. 8) | | Deri Sec Acq or D of (I | umber of ivative urities Juired (A) Disposed D) (Instr. and 5) | Exp | 6. Date Exercis Expiration Date (Month/Day/Yea | | • | of Secu Underly Derivat | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Numbe derivativ Securitie Beneficia Owned Following Reported Transact | e Ownersh Form: ally Direct (D or Indire g (I) (Instr. | | Beneficial Ownership t (Instr. 4) | |
| | | | | | | | | | | | | | | Am or | ount | | (Instr. 4) | 1011(5) | | | |
| | | | | | Code | v | (A) | (D) | | Date Exercisable | | Expiration Date | Title | | nber Shares | s | | | | | |
| Employee Stock Option (right to buy) | \$0.3 | 09/03/2004 | | | М | | | 143,279 | 01/2 | 1/29/2002 ⁽¹⁾ | | 01/28/2012 | Commo Stock | ⁿ 14 | 3,279 | \$0 | 78,57 | 71 | D | | |
| Employee Stock Option (right to buy) | \$0.3 | 09/03/2004 | | | М | | 42 (| | 01/2 | 01/29/2003 ⁽²⁾ | | 01/28/2013 | Common Stock | | 42 | \$0 | 56 | | D | | |
| Employee Stock Option (right to buy) | \$0.3 | 09/03/2004 | | | М | | | 106,679 0 | | 07/23/2003 ⁽³⁾ | | 07/23/2013 | Commo Stock | ⁿ 10 | 5,679 | \$0 | 1,054,655 | | D | | |

Explanation of Responses:

1. These options were inssued pursuant to the terms of the merger between Catena and CIENA upon conversion of an option granted under the Catena 1998 Equity Incentive Plan and such option to have the same terms and conditions as in effect immediately prior to the effective time of the merger, these options will vest over forty-eight months from the grant date of 1/29/2002.

2. These options were inssued pursuant to the terms of the merger between Catena and CIENA upon conversion of an option granted under the Catena 1998 Equity Incentive Plan and such option to have the same terms and conditions as in effect immediately prior to the effective time of the merger, these options will vest over forty-eight months from the grant date of 1/29/2003.

3. These options were inssued pursuant to the terms of the merger between Catena and CIENA upon conversion of an option granted under the Catena 1998 Equity Incentive Plan and such option to have the same terms and conditions as in effect immediately prior to the effective time of the merger, these options will vest over forty-eight months from the grant date of 7/23/2003.

/s/Gudmundur Hjartarson/Anita 09/07/2004

Weiskerger per POA

** 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.