



FINAL PRICING TERMS\_\_ April 4, 2006

Issuer	Ciena Corporation (NASDAQ: CIEN)
Securities Offered	0.250% Convertible Senior Notes due 2013 SEC Registered (Global) File No. 333-132952
Aggregate principal amount offered	\$300,000,000 (plus option to purchase up to an additional \$45,000,000 in principal amount of notes to cover underwriters' over-allotments)
Maturity Date	May 1, 2013, unless earlier redeemed, repurchased or converted
Interest	0.250% per annum, accruing from the settlement date
Interest payment dates	Each May 1 and November 1, beginning November 1, 2006
Price to Public	\$1,000 per \$1,000 principal amount
Underwriting Discount	2.50%
Conversion premium	15.0% over NASDAQ closing price on April 4, 2006
Conversion price	\$5.65 (approximately) per share of common stock
Conversion rate	177.1009 shares of common stock per \$1,000 principal amount of notes
Ranking	Senior unsecured obligations
Optional Redemption	The notes are not redeemable prior to May 5, 2009.  At any time on or after May 5, 2009, if the closing sale price of common stock for at least 20 trading days in the 30 consecutive trading day period ending on the day one day prior to the date of a notice of redemption is greater than 130% of the applicable conversion price on the date of such notice, issuer may redeem all or a portion of the notes in whole or in part, at a redemption price in cash equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest, if any, to the date of redemption
Repurchase at Option of Holder Upon a Fundamental Change	Holder will, subject to certain exceptions, have the right, at their option, to require the issuer to purchase for cash any or all of their notes at a price equal to 100% of the principal amount of the notes to be repurchased, plus accrued and unpaid interest, if any, to the repurchase date



## CAPITALIZATION

The following table sets forth:

- the issuer's total cash and cash equivalents, short-term investments and long-term investments, total long-term debt and total capitalization as of January 31, 2006; and
- these amounts as adjusted to give effect to the sale of the notes (assuming that the underwriter's option to purchase additional notes is not exercised), after deducting underwriting discounts and commissions, the issuer's estimated offering expenses and the approximately \$28.5 million cost of the call spread option on the issuer's common stock.

The table does not take into account any repurchases of the issuer's outstanding 3.75% Convertible Notes due February 1, 2008 that the issuer may make from the proceeds of the offering or otherwise. This table should be read in conjunction with the issuer's consolidated financial statements and the related notes as filed in the issuer's annual report on Form 10-K for the issuer's fiscal year ended October 31, 2005 and the issuer's quarterly report on Form 10-Q for the fiscal quarter ended January 31, 2006.

	January 31, 2006	
	Actual	As Adjusted(1)
	<i>(In thousands, except for share data)</i>	
Cash and cash equivalents	\$ 298,624	\$ 562,324
Short-term investments	496,010	496,010
Long-term investments	166,951	166,951
Total cash and cash equivalent, short-term and long-term investments	<u>\$ 961,585</u>	<u>\$ 1,225,285</u>
3.75% Convertible Notes due February 1, 2008	542,262	542,262
0.250% Convertible Senior Notes due 2013	—	300,000
Total long-term debt	<u>\$ 542,262</u>	<u>\$ 842,262</u>
Stockholders' equity:		
Preferred stock — par value \$0.01; 20,000,000 shares authorized; zero shares issued and outstanding actual and adjusted	\$ —	\$ —
Common stock — par value \$0.01; 980,000,000 shares authorized; 581,581,317 shares issued and outstanding actual and adjusted(2)	5,816	5,816
Additional paid-in capital	5,493,614	5,465,114
Changes in unrealized gains on investments, net	(3,433)	(3,433)
Translation adjustment	(505)	(505)
Accumulated deficit	(4,758,886)	(4,758,886)
Total stockholders' equity	<u>\$ 736,606</u>	<u>\$ 708,106</u>
Total capitalization	<u>\$ 1,278,868</u>	<u>\$ 1,550,368</u>

(1) The "as adjusted" amounts reflect the approximately \$28.5 million cost of the call spread option on the issuer's common stock to mitigate against exposure to dilution from the conversion of the notes.

(2) Outstanding common stock does not include (i) 101.1 million shares of common stock reserved for issuance under the issuer's equity incentive plans, under which options to purchase 60.7 million shares were outstanding as of January 31, 2006, at a weighted average exercise price of \$4.79 per share, (ii) 25.0 million shares reserved for issuance under the issuer's Employee Stock Purchase Plan at January 31, 2006, (iii) 5.2 million shares of common stock issuable upon conversion of the issuer's 3.75% Convertible Notes due February 1, 2008 and (iv) 53.1 million shares of common stock issuable upon conversion of the notes.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and the other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling toll free 1-866-471-2526.