

SMITH GARY B
Form 4
December 14, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH GARY B

(Last) (First) (Middle)

C/O CIENA CORPORATION, 7035
RIDGE RD.

(Street)

HANOVER, MD 21076-1426

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CIENA CORP [CIEN]

3. Date of Earliest Transaction
(Month/Day/Year)

12/12/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

PRESIDENT, CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

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. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/12/2017		A		127,476 ⁽¹⁾	A	\$ 0 731,316 ⁽²⁾ D
Common Stock	12/12/2017		A		124,342 ⁽³⁾	A	\$ 0 855,658 ⁽²⁾ D

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

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(9-02)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secur (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Market Stock Units	\$ 0	12/12/2017		A	74,605 <u>(4)</u>	<u>(5)</u>	<u>(5)</u>			Common Stock	74,605 <u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH GARY B C/O CIENA CORPORATION 7035 RIDGE RD. HANOVER, MD 21076-1426	X		PRESIDENT, CEO	

Signatures

By: Michelle Rankin For: Gary B. Smith

12/14/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
 - (1) Reflects the number of stock units earned pursuant to the terms of a performance stock unit award granted on 12/14/2016 reflecting the achievement of the related performance conditions. These shares vest in equal 1/3 amounts on each December 20, 2017, 2018, and 2019.
 - (2) Shares reported include unvested Restricted Stock Units (RSUs) and Performance Stock Units (PSUs).
 - (3) 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, 2018.
- Each market stock unit (MSU) represents the contingent right to receive, following vesting, between 0% and 200% of one share of the
- (4) Issuer's common stock, subject to the level of achievement of applicable total shareholder return (TSR) performance conditions over a three-year period from fiscal 2018 through fiscal 2020.
 - (5) The MSUs will vest on December 20, 2020, subject to the performance conditions described above.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.