

FRODSHAM JAMES  
Form 4  
December 26, 2018

**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 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 \*  
FRODSHAM JAMES

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O CIENA CORPORATION, 7035 RIDGE RD.

3. Date of Earliest Transaction (Month/Day/Year)  
12/20/2018

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

SR. VP, Chief Strategy Officer

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

HANOVER, MD 21076-1426

(City) (State) (Zip)

**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 (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 12/20/2018                           |  | F                              | 599 <sup>(1)</sup> D \$ 32.91                                     | 190,931 <sup>(2)</sup>  | D  |                                   |
| Common Stock                    | 12/20/2018                           |  | F                              | 679 <sup>(3)</sup> D \$ 32.91                                     | 190,252 <sup>(2)</sup>  | D  |                                   |
| Common Stock                    | 12/20/2018                           |  | F                              | 632 <sup>(4)</sup> D \$ 32.91                                     | 189,620 <sup>(2)</sup>  | D  |                                   |
| Common Stock                    | 12/20/2018                           |  | F                              | 867 <sup>(5)</sup> D \$ 32.91                                     | 188,753 <sup>(2)</sup>  | D  |                                   |
| Common Stock                    | 12/20/2018                           |  | F                              | 1,758 <sup>(6)</sup> D \$ 32.91                                   | 186,995 <sup>(2)</sup>  | D  |                                   |

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|              |            |   |              |   |          |             |   |
|--------------|------------|---|--------------|---|----------|-------------|---|
| Common Stock | 12/20/2018 | F | 1,412<br>(6) | D | \$ 32.91 | 185,583 (2) | D |
| Common Stock | 12/20/2018 | F | 1,611<br>(7) | D | \$ 32.91 | 183,972 (2) | D |
| Common Stock | 12/20/2018 | F | 1,647<br>(7) | D | \$ 32.91 | 182,325 (2) | D |
| Common Stock | 12/20/2018 | F | 4,158<br>(8) | D | \$ 32.91 | 178,167 (2) | D |
| Common Stock | 12/20/2018 | F | 770 (8)      | D | \$ 32.91 | 177,397 (2) | D |

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

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(9-02)

**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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| FRODSHAM JAMES<br>C/O CIENA CORPORATION<br>7035 RIDGE RD.<br>HANOVER, MD 21076-1426 |               |           | SR. VP, Chief Strategy Officer |       |

## Signatures

By: Michelle Rankin For: James A.  
Frodsham

12/26/2018

\_\_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) Represents shares withheld to cover payment of the tax liabilities of the reporting person related to a restricted stock unit (RSU) award agreement dated 12/17/2014. Acquisition of the RSU was previously reported in Table I of reporting person's Form 4 on 12/19/2014.
- (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 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.
- (4) 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.
- (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 12/12/2017. Acquisition of the RSU was previously reported in Table I of reporting person's Form 4 on 12/14/2017.
- (6) Represents shares withheld to cover payment of the tax liabilities of the reporting person related to a performance stock unit (PSU) award agreement dated 12/15/2015. The earning of the PSU was previously reported on 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 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.
- (8) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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