

Rothenstein David M
Form 4
December 26, 2018

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rothenstein David M

(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)

12/20/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Sr. VP, General Counsel

6. Individual or Joint/Group Filing(Check
Applicable 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. 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		770 ⁽¹⁾	D \$ 32.91	306,226 ⁽²⁾ D
Common Stock	12/20/2018		F		4,158 ⁽¹⁾	D \$ 32.91	302,068 ⁽²⁾ D
Common Stock	12/20/2018		F		1,647 ⁽³⁾	D \$ 32.91	300,421 ⁽²⁾ D
Common Stock	12/20/2018		F		1,611 ⁽³⁾	D \$ 32.91	298,810 ⁽²⁾ D
Common Stock	12/20/2018		F		974 ⁽⁴⁾	D \$ 32.91	297,836 ⁽²⁾ D

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Common Stock	12/20/2018	F	1,618 ⁽⁴⁾	D	\$ 32.91	296,218 ⁽²⁾	D
Common Stock	12/20/2018	F	612 ⁽⁵⁾	D	\$ 32.91	295,606 ⁽²⁾	D
Common Stock	12/20/2018	F	867 ⁽⁶⁾	D	\$ 32.91	294,739 ⁽²⁾	D
Common Stock	12/20/2018	F	679 ⁽⁷⁾	D	\$ 32.91	294,060 ⁽²⁾	D
Common Stock	12/20/2018	F	562 ⁽⁸⁾	D	\$ 32.91	293,498 ⁽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 Beneficially Owned Following Reported Transaction (Instr. 6)
				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
Rothenstein David M C/O CIENA CORPORATION 7035 RIDGE RD. HANOVER, MD 21076-1426	Sr. VP, General Counsel

Signatures

By: Michelle Rankin For: David M.
Rothenstein

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 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.
- (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 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.
- (4) 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.
- (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 12/15/2015. Acquisition of the RSU was previously reported in Table I of reporting person's Form 4 on 12/17/2015.
- (6) 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.
- (7) 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.
- (8) 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.

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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