

SMITH GARY B
Form 4
September 10, 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 *
SMITH GARY B

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)
09/06/2018

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

PRESIDENT, CEO

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	09/06/2018		S		2,400 <u>(1)</u>	\$ 31.1675 <u>(2)</u>	584,027 <u>(3)</u> D
Common Stock	09/06/2018		S		2,400 <u>(1)</u>	\$ 31.1679 <u>(4)</u>	581,627 <u>(3)</u> D
Common Stock	09/07/2018		S		2,400 <u>(1)</u>	\$ 31.1064 <u>(5)</u>	579,227 <u>(3)</u> D
Common Stock	09/07/2018		S		2,400 <u>(1)</u>	\$ 31.1059	576,827 <u>(3)</u> D

(6)

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

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 control number. SEC 1474 (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)
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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
Date: 09/10/2018

**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) Sales were effected pursuant to Rule 10b5-1 trading plan dated 07/09/2018.
- (2) Reflects the weighted average sales price with transactions in a range of sales from \$30.87 to \$31.68. Upon request by the SEC, full information regarding the number of shares sold at each separate sales price will be provided.
- (3) Shares reported include unvested Restricted Stock Units (RSUs) and Performance Stock Units (PSUs).

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- (4) Reflects the weighted average sales price with transactions in a range of sales from \$30.87 to \$31.68. Upon request by the SEC, full information regarding the number of shares sold at each separate sales price will be provided.
- (5) Reflects the weighted average sales price with transactions in a range of sales from \$30.88 to \$31.50. Upon request by the SEC, full information regarding the number of shares sold at each separate sales price will be provided.
- (6) Reflects the weighted average sales price with transactions in a range of sales from \$30.875 to \$31.50. Upon request by the SEC, full information regarding the number of shares sold at each separate sales price will be provided.

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.

555 California Street, 40th Floor

San Francisco, CA 94104

Item 2(c) Citizenship:
California - U.S.A.

Item 2(d) Title of Class of Securities:
Common Stock

Item 2(e) CUSIP Number:
64110D104

Item 3 If the Statement is being filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (e) Investment Advisor registered under section 203 of the Investment Advisors Act of 1940

Item 4 Ownership:

(a) Amount Beneficially Owned:
33,086,586

(b) Percent of Class:
10.6%

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Explanation of Responses:

(c) Number of shares as to which such person has:

(i) sole power to vote or direct the vote: 31,249,486

(ii) shared power to vote or direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 33,086,586

(iv) shared power to dispose or to direct the disposition of: 0

Item 5 Ownership of Five Percent or Less of a Class:

Not applicable.

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

The clients of Dodge & Cox, including investment companies registered under the Investment Company Act of 1940 and other managed accounts, have the right to receive or power to direct the receipt of dividends from, and the proceeds from the sale of, NETAPP INC.

Dodge & Cox Stock Fund, an investment company registered under the Investment Company Act of 1940, has an interest of 19,794,000, or 6.4%, of the class of securities reported herein.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not applicable.

Item 8 Identification and Classification of Members of the Group:

Not applicable.

Item 9 Notice of Dissolution of a Group:

Not applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Explanation of Responses:

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Dated: February 13, 2015

DODGE & COX

By: /S/ THOMAS M. MISTELE

Name: Thomas M. Mistele

Title: COO & Senior Counsel

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