

Rothenstein David M
Form 4
June 23, 2009

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 *
Rothenstein David M

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, 1201 WINTERSON ROAD

3. Date of Earliest Transaction (Month/Day/Year)
06/22/2009

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

Sr. VP, General Counsel

(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

LINTHICUM,, MD 21090

(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	06/22/2009		S	233 ⁽¹⁾ D \$ 10.1662	110,803	D	
Common Stock	06/22/2009		S	173 ⁽²⁾ D \$ 10.1649	110,630	D	
Common Stock	06/22/2009		S	224 ⁽³⁾ D \$ 10.165	110,406	D	
Common Stock	06/22/2009		S	2,666 ⁽⁴⁾ D \$ 10.1659	107,740 ⁽⁵⁾	D	

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

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on 11/4/08.

Shares reported represent an amount sold to cover the tax liabilities of the reporting person pursuant to a 10b5-1 sales instruction related to a restricted stock unit (RSU) award agreement dated 12/16/2008. Acquisition of the RSU was previously reported in Table I of reporting person's Form 4 on 12/18/2008.

(5) Shares reported include unvested Restricted Stock Units (RSUs).

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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