

CIENA CORP  
Form 4  
December 23, 2016

# 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

(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)  
12/21/2016

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)

Sr. VP, General Counsel

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 (A) or (D) Price		
Common Stock	12/21/2016		S		837 <sup>(1)</sup> D \$ 24.67	303,740 <sup>(2)</sup>	D
Common Stock	12/21/2016		S		229 <sup>(1)</sup> D \$ 24.67	303,511 <sup>(2)</sup>	D
Common Stock	12/21/2016		S		516 <sup>(3)</sup> D \$ 24.67	302,995 <sup>(2)</sup>	D
Common Stock	12/21/2016		S		1,545 <sup>(3)</sup> D \$ 24.67	301,450 <sup>(2)</sup>	D
Common Stock	12/21/2016		S		412 <sup>(4)</sup> D \$ 24.67	301,038 <sup>(2)</sup>	D

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Common Stock	12/21/2016	S	6,173 (5)	D	\$ 24.67	294,865 (2)	D
Common Stock	12/21/2016	S	1,946 (5)	D	\$ 24.67	292,919 (2)	D
Common Stock	12/21/2016	S	652 (6)	D	\$ 24.67	292,267 (2)	D
Common Stock	12/21/2016	S	1,500 (7)	D	\$ 24.67	290,767 (2)	D
Common Stock	12/21/2016	S	2,492 (7)	D	\$ 24.67	288,275 (2)	D
Common Stock	12/21/2016	S	671 (8)	D	\$ 24.67	287,604 (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 (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
Rothenstein David M C/O CIENA CORPORATION 7035 RIDGE RD. HANOVER, MD 21076-1426	Director 10% Owner Officer  Sr. VP, General Counsel

## Signatures

By: Michelle Griswold For: David M.  
Rothenstein

12/22/2016

\_\_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) 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 12/18/2012. Acquisition of the RSU was previously reported in Table I of reporting person's Form 4 on 12/20/2012.

(2) Shares reported include unvested Restricted Stock Units (RSUs) and Performance Stock Units (PSUs).

(3) 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 performance stock unit (PSU) award agreement dated 12/17/2013. The earning of the PSU was previously reported on Table I of reporting person's Form 4 on 12/19/2014.

(4) 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 12/17/2013. Acquisition of the RSU was previously reported in Table I of reporting person's Form 4 on 12/19/2013.

(5) 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 performance stock unit (PSU) award agreement dated 12/17/2014. The earning of the PSU was previously reported on Table I of reporting person's Form 4 on 12/17/2015.

(6) 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 12/17/2014. Acquisition of the RSU was previously reported in Table I of reporting person's Form 4 on 12/19/2014.

(7) 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 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.

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

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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