

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

|  |   |  |
|--|---|--|
| 1. Name and Address of Reporting Person*<br><u>Rothenstein David M</u><br><br>(Last) (First) (Middle)<br><u>C/O CIENA CORPORATION</u><br><u>7035 RIDGE RD.</u><br><br>(Street)<br><u>HANOVER MD 21076-1426</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>CIENA CORP [ CIEN ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Sr. VP, General Counsel</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/20/2019</u>     |  |

**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                    | 12/20/2019                           |  | F                              |   | 1,611 <sup>(1)</sup>  | D          | \$42.39 | 298,495 <sup>(2)</sup>  | D  |   |
| Common Stock                    | 12/20/2019                           |  | F                              |   | 1,647 <sup>(1)</sup>  | D          | \$42.39 | 296,848 <sup>(2)</sup>  | D  |   |
| Common Stock                    | 12/20/2019                           |  | F                              |   | 769 <sup>(3)</sup>  | D          | \$42.39 | 296,079 <sup>(2)</sup>  | D  |   |
| Common Stock                    | 12/20/2019                           |  | F                              |   | 4,158 <sup>(3)</sup>  | D          | \$42.39 | 291,921 <sup>(2)</sup>  | D  |   |
| Common Stock                    | 12/20/2019                           |  | F                              |   | 2,205 <sup>(4)</sup>  | D          | \$42.39 | 289,716 <sup>(2)</sup>  | D  |   |
| Common Stock                    | 12/20/2019                           |  | F                              |   | 1,764 <sup>(4)</sup>  | D          | \$42.39 | 287,952 <sup>(2)</sup>  | D  |   |
| Common Stock                    | 12/20/2019                           |  | F                              |   | 550 <sup>(5)</sup>  | D          | \$42.39 | 287,402 <sup>(2)</sup>  | D  |   |
| Common Stock                    | 12/20/2019                           |  | F                              |   | 679 <sup>(6)</sup>  | D          | \$42.39 | 286,723 <sup>(2)</sup>  | D  |   |
| Common Stock                    | 12/20/2019                           |  | F                              |   | 867 <sup>(7)</sup>  | D          | \$42.39 | 285,856 <sup>(2)</sup>  | D  |   |
| Common Stock                    | 12/20/2019                           |  | F                              |   | 657 <sup>(8)</sup>  | D          | \$42.39 | 285,199 <sup>(2)</sup>  | D  |   |

**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) |   | 6. Date Exercisable and Expiration Date (Month/Day/Year) |     | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) |   |  |  |   |  |

**Explanation of Responses:**

- 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.
- Shares reported include unvested Restricted Stock Units (RSUs) and Performance Stock Units (PSUs).
- 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.
- Represents shares withheld to cover payment of the tax liabilities of the reporting person related to a performance stock unit (PSU) award agreement dated 12/18/2018. The earning of the PSU was previously reported on Table I of reporting person's Form 4 on 12/19/2019.
- 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.
- 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.
- 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.
- Represents shares withheld to cover payment of the tax liabilities of the reporting person related to a restricted stock unit (RSU) award agreement dated 12/18/2018. Acquisition of the RSU was previously reported in Table I of reporting person's Form 4 on 12/20/2018.

By: Michelle Rankin For: David M. Rothenstein 12/23/2019

\*\* Signature of Reporting Person Date

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

\* 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).

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

**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 Number.**