

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 Instructions 1(b).

1. Name and Address of Reporting Person  
 Dow, Stephen M.  
 c/o Sevin Rosen Funds  
 Two Galleria Tower  
 13455 Noel Road, Suite 1670  
 Dallas, TX 75240
2. Issuer Name and Ticker or Trading Symbol  
 CIENA Corporation  
 ("CIEN")
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year  
 May 1997
5. If Amendment, Date of Original (Month/Year)  
 June 10, 1997
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 ( ) Director (X) 10% Owner ( ) Officer (give title below) ( ) Other  
 (specify below)
7. 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	2. Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned at End of Month	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Amount	A/D	Price			
Common Stock	5/27/97	J(1)	1,108,183	D		9,973,647	I	By Sevin Rosen Fund IV L.P. (2)
Common Stock						42,375	I	By Sevin Rosen Bayless Mgmt Co. (2)
Common Stock	5/27/97	J(3)	71,429	D		642,856	I	By Sevin Rosen Fund V L.P. (2)
Common Stock	5/27/97	J(4)	42,031	A		43,031	I	By The Dow Family Trust (5)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership

Explanation of Responses:

- (1) Distribution by Sevin Rosen Fund IV L.P. to its partners.
- (2) Mr. Dow is a general partner of both SRB Associates IV L.P., the general partner of Sevin Rosen Fund IV L.P. and SRB Associates V L.P., the general partner of Sevin Rosen Fund V L.P. and is a principal of Sevin Rosen Bayless Management Co. Mr. Dow disclaims beneficial ownership of the shares held by such entities except to the extent of his proportionate partnership interest therein.
- (3) Distribution by Sevin Rosen Fund V L.P. to its partners.
- (4) Acquired by Reporting Person pursuant to distributions by each of SRB Associates IV L.P. and Sevin Rosen Fund V L.P.
- (5) The shares were purchased by The Dow Family Trust, of which Mr. Dow and his spouse are trustees and he and members of his immediate family are the beneficiaries.

SIGNATURE OF REPORTING PERSON  
 /s/ John Jagers, as Attorney-in-Fact  
 DATE  
 July 10, 1997