



JDS UNIPHASE CORPORATION
1768 Automation Parkway
San Jose, California 95131
(408) 546-5000

October 1, 2004

Dear Stockholder:

I am pleased to invite you to attend JDS Uniphase Corporation's 2004 annual meeting of stockholders (the "Annual Meeting"), which will be held at our corporate offices located at 1768 Automation Parkway, San Jose, California 95131, on November 16, 2004 at 8:30 a.m., Pacific Standard Time.

If you are unable to attend the Annual Meeting in person, you may listen to a live audio webcast on our website at www.jdsu.com under "Investor Relations".

Details of the business to be conducted at the Annual Meeting are given in the attached notice of annual meeting of stockholders and proxy statement. In order to reduce costs, we have also included our fiscal 2004 annual report as part of this document.

Your vote is important. Whether or not you plan to attend the Annual Meeting, please complete, sign, date and promptly return the accompanying proxy in the enclosed postage-prepaid envelope. You may also vote via telephone or Internet, as outlined on the enclosed proxy card. If you vote via the Internet, you can elect to access future proxy statements and annual reports on our website.

Your Board of Directors recommends that you vote in favor of the two proposals outlined in the proxy statement.

On behalf of the Board of Directors, I would like to express our appreciation for your continued support and interest in JDS Uniphase Corporation. We look forward to seeing you at the Annual Meeting.

Sincerely,

A handwritten signature in black ink that reads "Kevin J. Kennedy". The signature is fluid and cursive, with a long horizontal flourish extending from the end.

Kevin J. Kennedy, Ph.D.
Chief Executive Officer



**JDS UNIPHASE CORPORATION
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON NOVEMBER 16, 2004**

- TIME** 8:30 a.m., Pacific Standard Time, on November 16, 2004
- LOCATION** JDS Uniphase Corporation
1768 Automation Parkway
San Jose, California 95131
(408)546-5000
- PROPOSALS**
1. To elect three Class I directors to serve until the 2007 annual meeting of stockholders and until their successors are elected and qualified.
 2. To ratify the appointment of Ernst & Young LLP as JDS Uniphase Corporation's Independent Registered Accounting Firm for the fiscal year ending June 30, 2005.
 3. To consider such other business as may properly come before the annual meeting and any adjournment or postponement thereof.
- These items of business are more fully described in the proxy statement which is attached and made a part hereof.
- RECORD DATE** You are entitled to vote at the 2004 annual meeting of stockholders (the "Annual Meeting") and any adjournment or postponement thereof if you were a stockholder at the close of business on September 15, 2004.
- VOTING** Your vote is important. Whether or not you expect to attend the Annual Meeting, you are urged to vote promptly to ensure your representation and the presence of a quorum at the Annual Meeting. You may vote your shares by using the Internet or the telephone. Instructions for using these services are set forth on the enclosed proxy card. You may also vote your shares by marking, signing, dating and returning the proxy card in the enclosed postage-prepaid envelope. If you send in your proxy card and then decide to attend the Annual Meeting to vote your shares in person, you may still do so. Your proxy is revocable in accordance with the procedures set forth in the proxy statement.

By Order of the Board of Directors,

A handwritten signature in black ink, reading "Kevin J. Kennedy". The signature is fluid and cursive, with a long horizontal flourish extending to the right.

Kevin J. Kennedy, Ph.D.
Chief Executive Officer

San Jose, California
October 1, 2004

JDS UNIPHASE CORPORATION
1768 Automation Parkway
San Jose, California 95131
(408) 546-5000

PROXY STATEMENT

GENERAL INFORMATION

Why am I receiving these proxy materials?

The Board of Directors (the “Board”) of JDS Uniphase Corporation, a Delaware corporation (the “Company”), is furnishing these proxy materials to you in connection with the Company’s 2004 annual meeting of stockholders (the “Annual Meeting”). The Annual Meeting will be held at the Company’s corporate offices located at 1768 Automation Parkway, San Jose, California 95131, on November 16, 2004 at 8:30 a.m., Pacific Standard Time. You are invited to attend the Annual Meeting and are entitled and requested to vote on the proposals outlined in this proxy statement (“Proxy Statement”).

What proposals will be voted on at the Annual Meeting?

There are two proposals scheduled to be voted on at the Annual Meeting:

1. To elect three Class I directors to serve until the 2007 annual meeting of stockholders and until their successors are elected and qualified;
2. To ratify the appointment of Ernst & Young LLP as the Company’s Independent Registered Public Accounting Firm (hereinafter referred to as “independent auditors”) for the fiscal year ending June 30, 2005; and
3. To consider such other business as may properly come before the Annual Meeting and any adjournment or postponement thereof.

As to any other business which may properly come before the Annual Meeting, the persons named on the enclosed proxy card will vote according to their best judgment. We do not know now of any other matters to be presented or acted upon at the Annual Meeting.

What are the recommendations of the Company’s Board of Directors?

The Board recommends that you vote “FOR” the election of the three Class I directors and “FOR” the ratification of the appointment of Ernst & Young LLP as the Company’s independent auditors for the fiscal year ending June 30, 2005.

What is the record date and what does it mean?

The record date for the Annual Meeting is September 15, 2004. The record date is established by the Board of Directors as required by Delaware law. Holders of shares of the Company’s common stock and holders of exchangeable shares of JDS Uniphase Canada Ltd., a subsidiary of the Company, at the close of business on the record date are entitled to receive notice of the Annual Meeting and to vote at the Annual Meeting and any adjournments or postponements thereof.

What shares can I vote?

Each stockholder of the Company’s common stock, par value \$.001 per share (“Common Stock”), is entitled to one vote for each share of Common Stock owned as of the record date, and CIBC Mellon Trust

Company (the “Trustee”), the holder of the Company’s special voting share (“Special Voting Share”), is entitled to one vote for each exchangeable share of JDS Uniphase Canada Ltd., a subsidiary of the Company (“Exchangeable Shares”), outstanding as of the record date (other than Exchangeable Shares owned by the Company and its affiliates). Holders of Common Stock and the Special Voting Share are collectively referred to as “Stockholders.” Votes cast with respect to Exchangeable Shares will be voted through the Special Voting Share by the Trustee as directed by the holders of Exchangeable Shares, except votes cast with respect to Exchangeable Shares whose holders request to vote directly in person as proxy for the Trustee at the Annual Meeting.

At the record date, 1,381,318,328 shares of Common Stock were issued and outstanding, one share of the Company’s Special Voting Share was issued and outstanding, and 62,203,721 Exchangeable Shares were issued and outstanding (excluding Exchangeable Shares owned by the Company and its affiliates which are not voted). Each Exchangeable Share is exchangeable at any time, at the option of its holder, for one share of the Company’s Common Stock.

What is the voting requirement to approve each of the proposals?

For Proposal 1, election of directors, the three candidates receiving the greatest number of affirmative votes of the votes attached to shares of Common Stock and the Special Voting Share will be elected, provided a quorum is present and voting. Proposal 2 will require the affirmative vote of a majority of the votes attached to shares of Common Stock and the Special Voting Share, voting together as a single class, present or represented by proxy and entitled to vote at the Annual Meeting.

All shares of Common Stock and the Special Voting Share represented by valid proxies will be voted in accordance with the instructions contained therein. Votes with respect to Exchangeable Shares represented by valid voting instructions received by the Trustee will be cast by the Trustee in accordance with those instructions. In the absence of instructions, proxies from holders of Common Stock will be voted FOR Proposals 1 and 2. If no instructions are received by the Trustee from a holder of Exchangeable Shares, the votes to which such holder is entitled will not be exercised.

How do I vote my shares?

If you are a common stockholder of record, you can either attend the Annual Meeting and vote in person or give a proxy to be voted at the Annual Meeting:

- by mailing the enclosed proxy card;
- over the telephone by calling a toll-free number; or
- electronically, using the Internet.

The Internet and telephone voting procedures have been set up for your convenience and are designed to authenticate stockholders’ identities, to allow stockholders to provide their voting instructions, and to confirm that their instructions have been recorded properly. The Company believes the procedures which have been put in place are consistent with the requirements of applicable law. Specific instructions for stockholders of record who wish to use the Internet or telephone voting procedures are set forth on the enclosed proxy card.

If you are a record holder of Exchangeable Shares, you can either attend the Annual Meeting and vote in person or give a proxy to be voted at the Annual Meeting:

- by mailing the enclosed voting instruction card to the Trustee.

If a holder of Exchangeable Shares does not provide the Trustee with voting instructions, your Exchangeable Shares will not be voted.

Who will tabulate the votes?

An automated system administered by ADP Investor Communication Services (“ADP”) will tabulate votes cast by proxy at the Annual Meeting and a representative of the Company will tabulate votes cast in person at the Annual Meeting.

Is my vote confidential?

Proxy instructions, ballots and voting tabulations that identify individual Stockholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within the Company or to third parties, except (i) as necessary to meet applicable legal requirements, (ii) to allow for the tabulation and/or certification of the vote, or (iii) to facilitate a successful proxy solicitation by the Board of Directors. Occasionally, Stockholders provide written comments on their proxy cards which are then forwarded to the Company's management.

What are the quorum and voting requirements?

The presence, in person or by proxy, of the holders of a majority of the shares of the Company's Common Stock and Exchangeable Shares entitled to vote is necessary to constitute a quorum at the Annual Meeting. Under the General Corporation Law of the State of Delaware, an abstaining vote and a broker "non-vote" are counted as present and are, therefore, included for purposes of determining whether a quorum of shares is present at the Annual Meeting. Broker "non-votes" are not included in the tabulation of the voting results on the election of directors or issues requiring approval of a majority of the shares present or represented by proxy and entitled to vote at the Annual Meeting and, therefore, do not have an effect on Proposals 1 and 2. A broker "non-vote" occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have the discretionary voting instructions with respect to that item and has not received instructions from the beneficial owner. Under the rules that govern brokers who are voting with respect to shares held by them as nominee, brokers have the discretion to vote such shares on routine matters, but not on non-routine matters. Routine matters include, among others, the election of directors and ratification of auditors. Non-routine matters include, among others, amendments to stock option plans. For the purpose of determining whether the stockholders have approved matters other than the election of directors, abstentions are treated as shares present or represented and voting, so abstentions have the same effect as negative votes. Shares held by brokers who do not have discretionary authority to vote on a particular matter and have not received voting instructions from their customers are not counted or deemed to be present or represented for purposes of determining whether Stockholders have approved that matter.

With respect to Proposal 1, a plurality of the votes duly cast is required for the election of directors (i.e., the nominees receiving the greatest number of votes will be elected). Abstentions are not counted for purposes of the election of directors.

With respect to Proposal 2 and any other matters (other than the election of directors) on which Stockholders of the Company are entitled to vote, the affirmative vote of the holders of a majority of the Stockholders' shares present in person or represented by proxy and entitled to vote, is required. For the purpose of determining whether the Stockholders have approved matters, other than the election of directors, abstentions are treated as shares present or represented and voting, so abstaining has the same effect as a negative vote.

Can I change my vote after submitting my proxy?

You may revoke your proxy at any time before the final vote at the Annual Meeting. You may do so by one of the following four ways:

- submitting another proxy card bearing a later date;
- sending a written notice of revocation to the Company's Corporate Secretary at 1768 Automation Parkway, San Jose, California, 95131;
- submitting new voting instructions via telephone or the Internet; or
- attending AND voting in person at the Annual Meeting.

If you hold Exchangeable Shares and you wish to direct the Trustee to change the vote attached to the Special Voting Share on your behalf, you should follow carefully the instructions provided by the Trustee, which accompany this Proxy Statement. The procedure for instructing the Trustee differs in certain respects from the

procedure for delivering a proxy, including the place for depositing the instructions and the manner for revoking the proxy.

Who is paying for this proxy solicitation?

This Proxy Statement and the accompanying proxy were first sent by mail to common stockholders, the Trustee for the Special Voting Share, and holders of Exchangeable Shares on or about October 1, 2004. The Company will bear the cost of soliciting proxies, including preparation, assembly, printing and mailing of the Proxy Statement. In addition, the Company will reimburse brokerage firms and other persons representing beneficial owners of shares for their expenses in forwarding solicitation materials to such beneficial owners. Proxies may be solicited by certain of the Company's directors, officers and regular employees, without additional compensation, either personally, by telephone, facsimile, or telegram.

How can I find out the voting results?

The Company will announce the preliminary results at the Annual Meeting and publish the final results in the Company's Quarterly Report on Form 10-Q for the second quarter of fiscal 2005.

How do I receive electronic access to proxy materials for the current and future annual meetings?

Stockholders who elected to receive the Proxy Statement and Annual Report over the Internet will be receiving an e-mail on or about October 1, 2004 with information on how to access stockholder information and instructions for voting over the Internet. Stockholders of record may vote via the Internet until 11:59 p.m. Eastern Time, November 15, 2004.

If your shares are registered in the name of a brokerage firm and you have not elected to receive your Proxy Statement and Annual Report over the Internet, you still may be eligible to vote your shares electronically over the Internet. A large number of brokerage firms are participating in the ADP online program, which provides eligible Stockholders who receive a paper copy of this Proxy Statement the opportunity to vote via the Internet. If your brokerage firm is participating in ADP's program, your proxy card will provide instructions. If your proxy card does not reference Internet information, please complete and return the proxy card in the postage-paid envelope provided.

Stockholders can elect to view future proxy statements and annual reports over the Internet instead of receiving paper copies, which results in cost savings for the Company. If you are a stockholder of record and would like to receive future stockholder materials electronically, you can elect this option by following the instructions provided when you vote your proxy over the Internet at www.ProxyVote.com.

If you chose to view future proxy statements and annual reports over the Internet, you will receive an e-mail notification next year with instructions containing the Internet address of those materials. Your choice to view future proxy statements and annual reports over the Internet will remain in effect until you contact either your broker or the Company to rescind your instructions. You do not have to elect Internet access each year.

If you elected to receive this Proxy Statement electronically over the Internet and would now like to receive a paper copy of this Proxy Statement so that you may submit a paper proxy in lieu of an electronic proxy, you should contact your broker or the Company.

How can I avoid having duplicate copies of the proxy statements sent to my household?

Some brokers and other nominee record holders may be participating in the practice of "householding" proxy statements and annual reports, which results in cost savings for the Company. The practice of "householding" means that only one copy of the proxy statement and annual report will be sent to multiple Stockholders in a Stockholder's household. The Company will promptly deliver a separate copy of either

document to any Stockholder who contacts the Company's investor relations department at (408) 546-5000 requesting such copies. If a Stockholder is receiving multiple copies of the proxy statement and annual report at the Stockholder's household and would like to receive a single copy of those documents for a Stockholder's household in the future, Stockholders should contact their broker, other nominee record holder, or the Company's investor relations department to request mailing of a single copy of the proxy statement and annual report.

When are stockholder proposals due for next year's annual meeting?

In order for stockholder proposals to be considered properly brought before an annual meeting by a stockholder, the stockholder must have given timely notice in writing to the Secretary of the Company. To be timely for the 2005 annual meeting of stockholders (the "2005 Annual Meeting"), a stockholder's notice must be received by the Company at its principal executive offices not less than 30 days nor more than 60 days prior to the 2005 Annual Meeting; provided however that in the event less than 40 days notice or prior public disclosure of the date of the meeting is made or given to the stockholders, notice by the stockholder to be on time must be received not later than the close of business on the tenth day following the day on which notice of the 2005 Annual Meeting was mailed or public disclosure was made. A stockholder's notice to the Secretary must set forth as to each matter the stockholder proposes to bring before the 2005 Annual Meeting: (i) a brief description of the business desired to be brought before the 2005 Annual Meeting and the reasons for conducting such business at the 2005 Annual Meeting; (ii) the name and record address of the stockholder proposing such business; (iii) the class and number of shares of the Company which are beneficially owned by the stockholder; and (iv) any material interest of the stockholder in such business.

Subject to applicable laws and regulations, the Company has discretion over what stockholder proposals will be included in the agenda for next year's annual meeting and/or in the related proxy materials. Subject to applicable laws and regulations, the Company will also have discretionary authority to vote all shares for which it has proxies in opposition to a matter if the Company's fails to receive notice of a stockholder proposal for next year's annual meeting by August 17, 2005. Stockholder proposals submitted pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended, and intended to be presented at the Company's 2005 Annual Meeting must be received by the Company not later than June 3, 2005 in order to be considered for inclusion in the Company's proxy materials.

PROPOSAL 1 ELECTION OF DIRECTORS

The Board is divided into three classes as nearly equal in number as possible. The members of each class of directors serve staggered three-year terms. Currently, the Board is composed of the following seven members:

<u>Class</u>	<u>Directors</u>	<u>Term Expiration</u>
I	Bruce D. Day, Martin A. Kaplan and Kevin J. Kennedy, Ph.D.	2004 Annual Meeting of Stockholders
II	Robert E. Enos and Peter A. Guglielmi	2006 Annual Meeting of Stockholders
III	Richard T. Liebhaber and Casimir S. Skrzypczak	2005 Annual Meeting of Stockholders

The Corporate Governance Committee of the Board of Directors has recommended, and the Board of Directors has nominated, the three nominees named below for election as Class I directors of the Company, each to serve a three-year term until the 2007 annual meeting of stockholders and until a qualified successor is elected and qualified or until the director's earlier resignation or removal. Each of the nominees has consented, if elected as a Class I director of the Company, to serve until his term expires. The Board of Directors has no reason to believe each of the nominees will not serve if elected, but if either one of them should become unavailable to serve as a director, and if the Board designates a substitute nominee, the persons named as proxies will vote for the substitute nominee designated by the Board.

Jozef Straus, Ph.D. resigned as a director of the Company effective as of July 6, 2004. The Board amended the bylaws of the Company to reduce the authorized number of directors of the Company to seven directors effective upon Dr. Straus' resignation.

Class I Nominees for Three-Year Terms That Will Expire in 2007

Bruce D. Day
Age 48

Mr. Day became a member of the Company's Board of Directors in July 1999 upon the closing of the merger with JDS FITELE Inc. ("JDS FITELE") and served as a member of the JDS FITELE Board of Directors from 1996 until July 1999. Since 1991, Mr. Day has been Vice President, Corporate Development of Rogers Communications Inc. and is principally involved in mergers, acquisitions, divestitures, taxation and pensions for Rogers Communications Inc. and its subsidiaries.

Martin A. Kaplan
Age 67

Mr. Kaplan has been a member of the Company's Board of Directors since May 1998. Mr. Kaplan has served as the Chairman of the Board since May 2000. From May 1995 until his retirement in May 2000, Mr. Kaplan was Executive Vice President of Pacific Telesis and was responsible for coordinating integration plans following the merger of SBC Communications, Inc. and Pacific Telesis Group. From 1993 to 1995, he was Chief Technology, Quality and Re-Engineering Officer for Pacific Bell. Mr. Kaplan also is a director of Tekelec, Superconductor Technologies and Redback Networks.

Kevin J. Kennedy, Ph.D.
Age 48

Dr. Kennedy became a member of the Company's Board in November 2001, and upon the retirement of Dr. Jozef Straus, became Chief Executive Officer of the Company on September 1, 2003. From August 2001 to September 2003, Dr. Kennedy was the Chief Operating Officer of Openwave Systems, Inc. Prior to joining Openwave Systems Inc. Dr. Kennedy served seven years at Cisco Systems, Inc., most recently as Senior Vice President of the Service Provider Line of Business and Software Technologies Division, and 17 years at Bell Laboratories. Dr. Kennedy is a director of Quantum Corporation, Rambus Corporation, Openwave Systems, Inc., and Freescale Semiconductor, Inc.

**THE BOARD RECOMMENDS A VOTE FOR THE ELECTION
TO THE BOARD OF EACH OF THE NOMINEES NAMED ABOVE**

The Company's directors listed below will continue in office for the remainder of their terms or earlier in accordance with the Company's bylaws. Information regarding the business experience of each such director is provided below.

Class II Directors Whose Terms Will Expire in 2006

Robert E. Enos

Age 65

Mr. Enos became a member of the Company's Board in July 1999 upon the closing of the merger with JDS FITEL and was previously a member of the JDS FITEL Board of Directors from 1996 until July 1999. Mr. Enos was the Vice President, Product Line Management, Cable Group and the Vice President, Transmission Network Division of Northern Telecom Limited from 1992 to 1994 and from 1989 to 1992, respectively. Mr. Enos retired from Northern Telecom Limited in 1994.

Peter A. Guglielmi

Age 60

Mr. Guglielmi has been a member of the Company's Board since May 1998. Mr. Guglielmi retired as Executive Vice President of Tellabs, Inc. in 2000, where he served as its Chief Financial Officer since 1988. From 1993 to 1997, he was also President of Tellabs International, Inc. Prior to joining Tellabs, Mr. Guglielmi was Vice President of Finance and Treasurer of Paradyne Corporation for five years.

Class III Directors Whose Terms Will Expire in 2005

Richard T. Liebhaber

Age 69

Mr. Liebhaber became a member of the Company's Board in November 2001. Mr. Liebhaber retired as Executive Vice President and Chief Technology Officer of MCI Communications, Inc. ("MCI") in 1995. Prior to joining MCI in 1985, Mr. Liebhaber was IBM's director of Business Policy and Development after serving in engineering, manufacturing, product test, service and marketing positions. Mr. Liebhaber is also a director of ECI Telecom Ltd., ILOG S.A. and Avici Systems, Inc.

Casimir S. Skrzypczak

Age 63

Mr. Skrzypczak has been a member of the Company's Board of Directors since July 1997. Since July 2001, Mr. Skrzypczak has been a general partner in Global Asset Capital Investment. From October 1999 to July 2001, Mr. Skrzypczak was Senior Vice President at Cisco Systems, Inc. Mr. Skrzypczak served as Corporate Vice President and Group President of Professional Services at Telcordia Technologies, Inc. from July 1997 to October 1999. Earlier, Mr. Skrzypczak was President, NYNEX Science & Technology and Vice President, Network & Technology Planning for NYNEX. Mr. Skrzypczak has served as a trustee of Polytechnic University since 1987 and is chairman of its Education Committee. Mr. Skrzypczak also serves as a director of Sirenza Microdevices Inc., ECI Telecom Ltd. and Webex Communications, Inc.

Board Committees and Meetings

During fiscal 2004¹, the Board held eight meetings. The Board has four committees: Audit Committee, Compensation Committee, Corporate Governance Committee, and Corporate Development Committee. The members of the committees during fiscal 2004 are identified in the following table:

<u>Director</u>	<u>Audit</u>	<u>Compensation</u>	<u>Corporate Development</u>	<u>Governance</u>
Bruce D. Day	Chair		X	
Robert E. Enos			X	Chair
Peter A. Guglielmi	X	X		
Martin A. Kaplan		X	X	X
Kevin J. Kennedy ²			X	
Richard T. Liebhaber	X		Chair	X
Casimir S. Skrzypczak	X	Chair		X

No director attended fewer than 75% of all Board meetings and committees on which he served after becoming a member of the Board of Directors. The Company encourages, but does not require, its Board members to attend the annual stockholders meeting. One of the Company's directors, Martin A. Kaplan, chairman of the board, attended the 2003 annual meeting of stockholders.

The Audit Committee met seven times in fiscal 2004. The Audit Committee is responsible for assisting the full Board of Directors in fulfilling its oversight responsibilities relative to the Company's financial statements, financial reporting practices, systems of internal accounting and financial controls, the internal audit function, annual independent audits of the Company's financial statements, and such legal and ethics programs as may be established from time to time by the Board. The Audit Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company and may retain external consultants at its sole discretion. In addition, the Audit Committee considers whether the Company's independent auditors' provision of non-audit services is compatible with maintaining the independence of the independent auditors. The Board has determined that all members of the Audit Committee are "independent" as that term is defined in Rule 4200 of the Marketplace Rules of the Nasdaq Stock Market, Inc. The Board has further determined that Bruce D. Day and Peter A. Guglielmi are "audit committee financial expert(s)" as defined by Item 401(h) of Regulation S-K of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and are independent as defined by Item 7(d)(3)(iv) of Schedule 14A of the Exchange Act. A copy of the Audit Committee charter, as amended to date, was attached as Appendix A to the Company's 2003 proxy statement. A copy of the Audit Committee charter can also be viewed at the Company's website on www.jdsu.com.

The Compensation Committee met six times in fiscal 2004. The Compensation Committee of the Board of Directors is responsible for insuring that the Company adopts and maintains responsible and responsive compensation programs for its employees, officers and directors consistent with the long-range interests of stockholders. The Compensation Committee is also responsible for administering certain other compensation programs for such individuals, subject in each instance to approval by the full Board. The Compensation Committee also has the exclusive responsibility for the administration of the Company's employee stock

¹ In fiscal 2001, the Company changed its year-end from a fiscal year ending on June 30 to a 52-week fiscal year ending on the Saturday closest to June 30. The Company's fiscal 2004 year ended on July 3, 2004, whereas fiscal 2003 and 2002 ended on June 28, 2003 and June 29, 2002, respectively. For comparative presentation purposes, all accompanying tables and notes have been shown as ended on June 30.

² Effective September 1, 2003, Dr. Kennedy resigned as a member of the Compensation Committee and as chair for the Corporate Development Committee. Dr. Kennedy will continue as a member of the Corporate Development Committee.

purchase plans and equity incentive plans. The Compensation Committee chairman reports on the Compensation Committee's actions and recommendations at Board meetings. In addition, the Compensation Committee has the authority to engage the services of outside advisors, experts and others to provide assistance as needed. All members of the Compensation Committee are "independent" as that term is defined in Rule 4200 of the Marketplace Rules of the Nasdaq Stock Market, Inc. A copy of the Compensation Committee charter can be viewed at the Company's website on www.jdsu.com.

The Corporate Development Committee met six times in fiscal 2004. The Corporate Development Committee oversees the Company's strategic acquisition and investment activities. The Corporate Development Committee reviews and approves strategic transactions for which approval of the full Board of Directors is not required and makes recommendations to the Board of Directors regarding those transactions for which the consideration of the full Board of Directors is appropriate. A copy of the Corporate Development Committee charter can be viewed at the Company's website on www.jdsu.com.

The Corporate Governance Committee met four times in fiscal 2004. The Corporate Governance Committee, which serves as the Company's nominating committee, reviews current trends and practices in corporate governance and recommends to the Board of Directors the adoption of programs pertinent to the Company. As provided in the charter of the Corporate Governance Committee, nominations for director may be made by the Corporate Governance Committee or by a stockholder of record entitled to vote. The Corporate Governance Committee will consider and make recommendations to the Board of Directors regarding any stockholder recommendations for candidates to serve on the Board of Directors. Stockholders wishing to recommend candidates for consideration by the Corporate Governance Committee may do so by writing to the Company's Investor Relations Department-Attention Corporate Governance Committee at 1768 Automation Parkway, San Jose, California 95131 providing the candidate's name, biographical data and qualifications, a document indicating the candidate's willingness to act if elected, and evidence of the nominating stockholder's ownership of Company's stock at least 120 days prior to the next annual meeting to assure time for meaningful consideration by the Corporate Governance Committee. There are no differences in the manner in which the Corporate Governance Committee evaluates nominees for director based on whether the nominee is recommended by a stockholder. The Company does not pay any third party to identify or assist in identifying or evaluating potential nominees. All members of the Corporate Governance Committee are "independent" as that term is defined in Rule 4200 of the Marketplace Rules of the Nasdaq Stock Market, Inc.

In reviewing potential candidates for the Board, the Corporate Governance Committee considers the individual's experience in the Company's industry, the general business or other experience of the candidate, the needs of the Company for an additional or replacement director, the personality of the candidate, the candidate's interest in the business of the Company, as well as numerous other subjective criteria. Of greatest importance is the individual's integrity, willingness to get involved and ability to bring to the Company experience and knowledge in areas that are most beneficial to the Company. The Board intends to continue to evaluate candidates for election to the Board on the basis of the foregoing criteria. A detailed description of the criteria used by the Corporate Governance Committee in evaluating potential candidates may be found in the charter of the Corporate Governance Committee which is posted on the Company's website.

The Corporate Governance Committee operates under a written charter setting forth the functions and responsibilities of the committee. A copy of the charter can be viewed at the Company's website on www.jdsu.com.

Communication between Stockholders and Directors

The Company's Board of Directors currently does not have a formal process for stockholders to send communications to the Board of Directors. Nevertheless, every effort has been made to ensure that the views of stockholders are heard by the Board or individual directors, as applicable, and that appropriate responses are provided to stockholders on a timely basis. The Board of Directors does not recommend that formal communication procedures be adopted at this time because it believes that informal communications are

sufficient to communicate questions, comments and observations that could be useful to the Board. However, stockholders wishing to formally communicate with the Board of Directors may send communications directly to the Chairman of the Board, c/o JDS Uniphase Corporation, 1768 Automation Parkway, San Jose, California 95131.

Director Compensation

Each non-employee director of the Company, except the Chairman, receives an annual cash retainer of \$48,000 which is paid in monthly installments of \$4,000. Additionally, each non-employee director receives a grant of Common Stock having a value on the date of grant of \$40,000, net of applicable taxes at the discretion of each non-employee director. Such shares of Common Stock are subject to a restricted stock purchase agreement which provides for vesting over a three year period. Each non-employee director, except the Chairman, receives \$1,500 for each meeting of the Board of Directors attended. In addition, each non-employee director serving on a committee of the Board receives an annual cash retainer of \$7,500 and each non-employee director serving as a committee chair receives an additional cash retainer of \$6,000. Each non-employee director serving on a committee of the Board also receives a stipend of \$500 per committee meeting attended.

Mr. Kaplan, who serves as Chairman of the Board, receives an additional annual cash retainer of \$80,000 as compensation for his services which is paid in quarterly installments of \$20,000. In addition, Mr. Kaplan receives \$3,000 for each meeting of the Board of Directors attended.

Additionally, immediately after each annual meeting of stockholders, each individual who is continuing to serve as a non-employee director is granted options to purchase 10,000 shares of the Company's Common Stock, except the Chairman, who is granted options to purchase 60,000 shares of the Company's Common Stock. Such options have an exercise price equal to 100% of the fair market value of the Company's Common Stock on the date of grant, vest monthly over twelve months and terminate eight years from the date of grant. In its discretion, the Company's Board may make grants of additional options to non-employee directors. No such additional grants were issued in fiscal year 2004. In addition, all non-employee directors who are serving as chair of one of the committees of the Board receive an annual option grant of 3,000 shares of the Company's Common Stock upon their initial appointment as chair and an automatic option grant of 3,000 shares of the Company's Common Stock after each annual meeting of stockholders if the non-employee director continues as chair for the ensuing year. Such options granted to non-employee directors serving as a chair have an exercise price equal to 100% of the fair market value of the Company's Common Stock on the date of grant and vest over twelve months, with vesting to cease if the non-employee director no longer continues to serve as chair. Upon retirement of a non-employee director, all unvested options and restricted shares of the Company's Common Stock will automatically become fully vested, and the exercise period for such options would be extended to expire on the expiration date of such options, which is eight years from the date of grant.

Directors who are also employed by the Company do not receive any compensation for their services as directors. All directors are reimbursed for expenses incurred in connection with attending Board and committee meetings.

Relationships Among Directors or Executive Officers

There are no family relationships among any of the Company's directors or executive officers.

Certain Relationships and Related Transactions

In fiscal 2004, Bruce D. Day, Robert E. Enos, Peter A. Guglielmi, Martin A. Kaplan, Richard T. Liebhaber and Casimir S. Skrzypczak were each granted options to purchase 10,000 shares of the Company's Common Stock at a price of \$3.52 per share. In addition, Bruce D. Day, Robert E. Enos, and Casimir S. Skrzypczak, as committee chairs, were each granted options to purchase 3,000 shares of the Company's Common Stock at a price of \$3.52 per share, and Mr. Liebhaber was granted a further option to purchase 3,000 shares of the

Company's Common Stock at a price of \$3.52 per share upon his assuming the chair of the Corporate Development Committee.

In fiscal year 2004, Bruce D. Day, Robert E. Enos, Peter A. Guglielmi, Martin A. Kaplan, Robert T. Liebhaber and Casimir S. Skrzypczak each received a grant of 11,363 shares of restricted Common Stock at a purchase price of \$3.52 per share.

The Company has entered into employment and change of control agreements with certain of its Named Executive Officers (as defined below), Kevin J. Kennedy, Ph.D., Jozef Straus, Ph.D., Ronald C. Foster, Mark S. Sobey, Ph.D., Stan Lumish, Ph.D. and Joseph C. Zils (see "Employment Contracts, Termination of Employment and Change in Control Arrangements" below).

The Company has entered into indemnification agreements with Kevin J. Kennedy, Ph.D. and Richard T. Liebhaber. The indemnity agreements provide, among other things, that the Company will indemnify Dr. Kennedy and Mr. Liebhaber, under the circumstances and to the extent provided therein, for expenses, damages, judgments, fines and settlements each may be required to pay in actions or proceedings which either of them may be made a party by reason of their positions as a director or other agent of the Company, and otherwise to the fullest extent permitted under Delaware law and the Company's bylaws.

Compensation Committee Interlocks and Insider Participation

No interlocking relationship exists between any member of the Company's Board or Compensation Committee and any member of the board of directors or compensation committee of any other companies, nor has such interlocking relationship existed in the past.

Executive Officers

The following sets forth certain information regarding the Company's executive officers:

<u>Executive Officer</u>	<u>Age</u>	<u>Position</u>
Kevin J. Kennedy, Ph.D.	48	Co-Chairman and Chief Executive Officer
Ronald C. Foster	54	Executive Vice President and Chief Financial Officer
Roy Bie	47	Vice President, Flex Products
George C. Christensen	49	Senior Vice President, Lasers, Optics and Displays
Christopher S. Dewees	40	Senior Vice President and General Counsel
David Gudmundson	43	Senior Vice President, Business Development and Corporate Marketing
Stan Lumish, Ph.D.	48	Senior Vice President and Chief Technology Officer
Mark S. Sobey, Ph.D.	44	Senior Vice President, Sales
Debora Shoquist	50	Senior Vice President, Operations
Thomas Znotins, Ph.D.	50	Vice President, Subsystems

Kevin J. Kennedy, Ph.D. became a member of the Company's Board in November 2001, and upon the retirement of Dr. Jozef Straus, became Chief Executive Officer of the Company on September 1, 2003. From August 2001 to September 2003, Dr. Kennedy was the Chief Operating Officer of Openwave Systems, Inc. Prior to joining Openwave Systems Inc. Dr. Kennedy served seven years at Cisco Systems, Inc., most recently as Senior Vice President of the Service Provider Line of Business and Software Technologies Division, and 17 years at Bell Laboratories. Dr. Kennedy is a director of Quantum Corporation, Rambus Corporation, Openwave Systems, Inc., and Freescale Semiconductor, Inc.

Ronald C. Foster joined the Company in February 2003 as Executive Vice President and Chief Financial Officer. Before joining the Company Mr. Foster was Chief Financial Officer of Novell Corporation from July 2001 until February 2003, prior to which he served as Novell Corporation's Vice President of Finance from November 1998 until his promotion to Chief Financial Officer. Mr. Foster served as Group Controller and then Vice President, Operations Controller with Applied Materials Corporation from 1996 to 1998, and was

employed as Vice President of Operations at Egghead Software Corporation from 1995 until 1996. Mr. Foster held various finance positions with Hewlett Packard Corporation (“HP”) from 1985 until 1995, culminating in his service as Group Controller for HP’s Computer Manufacturing and Distribution Group. Prior to HP, Mr. Foster held various finance and operations related positions in the forest products industry. Mr. Foster also serves as a director of Micron Technology, Inc. Mr. Foster holds an M.B.A. degree from the University of Chicago and a B.A. in Economics from Whitman College.

Roy Bie has led the Company’s Flex Products group since May 2000. From December 1996 to April 2000, Mr. Bie served as Vice President of Operations for Flex Products, and from 1993 through 1996, he served as Flex Product’s Director of Operations. Prior to joining the Company, Mr. Bie held operational and management leadership positions with Xicor, Inc. (now part of Intersil Corporation), Material Progress (now part of Komag, Inc.), Mag-Media (purchased by Polaroid Corporation) and began his career at National Semiconductor.

George C. Christensen has served as Senior Vice President, Laser, Optics and Displays since April 2004. Prior to joining the Company, Mr. Christensen served over eight years in executive positions at Cisco Systems, Inc. (“Cisco”), including Vice President and General Manager of the VoIP Gateway and Dial Business Unit, Senior Engineering Director and Site Executive of the DSL Business Unit, and Director of Marketing in the Security and Systems Software Division of the Access Business Unit. Prior to his service at Cisco, Mr. Christensen held technical management positions while at ISICAD, Inc., Conveyant Systems, Inc., CXC, and Burroughs Corp., and was a member of the board of directors at Indicast, Inc.

Christopher S. Dewees has served as the Company’s Senior Vice President and General Counsel since July 2003. From February 2003 until July 2003, Mr. Dewees served as Vice President and General Counsel, prior to which he was Acting General Counsel from October 2002 until February 2003. Mr. Dewees joined the Company’s Legal Department in October 1999. Prior to October 1999, Mr. Dewees was employed at Morrison & Foerster LLP, where he represented the Company, and other Silicon Valley public and private companies. Mr. Dewees earned his A.B. degree from Dartmouth College in 1986, and his J.D. degree from Northwestern University in 1989.

David Gudmundson has served as Senior Vice President, Business Development and Corporate Marketing since June 2004. From April 2004 to June 2004 Mr. Gudmundson was Vice President, Business Development and Corporate Marketing, and commenced his service with the Company in December 2003 as Vice President, Business Development. From May 1991 to August 2003, Mr. Gudmundson held a series of increasingly senior leadership roles at Cisco, culminating in his service as Vice President and General Manager responsible for Cisco’s security server, DSL, and edge routing business units. Prior to Cisco, Mr. Gudmundson held various hardware and software development and systems engineering positions at ArgoSystems, Inc. (now part of Boeing Company Inc.) and ESL Incorporated (now part of TRW). Mr. Gudmundson holds a B.S.E.E. degree from University of Missouri-Rolla and an MBA degree from San Jose State University.

Stan Lumish, Ph.D. has served as the Company’s Senior Vice President and Chief Technology Officer since July 2003. From July 2002 until June 2003, Dr. Lumish served as the President of the Company’s Optical Layer Group. Dr. Lumish joined the Company in February 2000 as Vice President, Network Product Applications, and was subsequently appointed Group Vice President, R&D of the Transmission Subsystems Group, and General Manager of the Optical Networks Research group. Prior to joining the Company, Dr. Lumish held management positions with Lucent Technologies Inc., where he received the Bell Labs Fellow award.

Mark S. Sobey, Ph.D. has served as the Company’s Senior Vice President, Sales since April, 2004. From May 2002 to April 2004, Dr. Sobey served as Senior Vice President, Global Sales and Marketing. From January 2001 to May 2002, Dr. Sobey was Vice President of Sales, North America. Dr. Sobey was Director of Sales, North America from July 2000 to January 2001, and from December 1999 to June 2000, Dr. Sobey was Director of Sales, North America with E-TEK Dynamics, Inc. Prior to E-TEK Dynamics, Inc., Dr. Sobey was Vice President/General Manager with Spectra-Physic, Inc.

Debora Shoquist joined the Company in March 2004 as Senior Vice President, Operations. Prior to joining the Company, Ms. Shoquist served as Senior Vice President and General Manager of the Electro-Optics Group at Coherent, Inc. From 1991 to 2001 Ms. Shoquist held several roles at Quantum Corporation, including service as President and General Manager of the Personal Computing Storage Division and Executive Vice President of Hard Disk Drive Operations. From 1981 to 1991 Ms. Shoquist served in various engineering, production, and manufacturing roles at Hewlett Packard Corporation.

Thomas Znotins, Ph.D. joined the Company in September 1999 and serves as Senior Vice President, Subsystems. Prior to his current role, Dr. Znotins led the Company's instrumentation business. From 1984 to 1999 Dr. Znotins held a series of senior positions in marketing, business development research and design at Lumonics, Inc. (now GSI Lumonics, Inc.), culminating in his service as General Manager of Lumonics' Kanata, Canada facility. Dr. Znotins holds a Ph.D. in laser physics from McMaster University and completed the Executive Development Program at Northeastern University in 1989.

PROPOSAL 2

RATIFICATION OF INDEPENDENT AUDITORS

Ernst & Young LLP has served as the Company's independent auditors since 1987 and has been appointed by the Board to continue as the Company's independent auditors for the Company's fiscal year ending June 30, 2005. Although the Company is not required to seek stockholder approval of its selection of independent auditors, the Board believes it to be sound corporate governance to do so. If the appointment is not ratified, the board will investigate the reasons for stockholder rejection and will reconsider its selection of independent auditors.

A representative of Ernst & Young LLP is expected to be present at the Annual Meeting. The representative will have an opportunity to make a statement and to respond to appropriate questions.

Audit and Non-Audit Fees

The following table presents fees for professional audit services rendered by Ernst & Young LLP for the audit of the Company's annual financial statements for the years ended June 30, 2004 and June 30, 2003 and fees billed for other services rendered by Ernst & Young LLP during those periods.

	<u>Fiscal 2004</u>	<u>Fiscal 2003</u>
Audit Fees ⁽¹⁾	\$3,498,244	\$2,460,000
Audit-Related Fees ⁽²⁾	186,703	510,000
Tax Fees ⁽³⁾	743,091	1,350,000
All Other Fees ⁽⁴⁾	<u>17,129</u>	<u>—</u>
Total	<u>\$4,445,167</u>	<u>\$4,320,000</u>

(1) Audit Fees related to professional services rendered in connection with the audit of the Company's annual financial statements, quarterly review of financial statements included in the Company's Forms 10-Q, and audit services provided in connection with other statutory and regulatory filings.

(2) Audit-Related Fees include professional services related to the audit of the Company's financial statements and consultation on accounting standards or transactions.

(3) Tax Fees include \$587,737 for professional services rendered in connection with tax compliance and preparation relating to the Company's expatriate program, tax audits and international tax compliance; and \$155,354 for tax consulting and planning services.

(4) All Other Fees include \$4,225 of certain secretarial and directorship services that were not pre-approved by the Audit Committee.

In making its recommendation to ratify the appointment of Ernst & Young LLP as the Company's independent auditors for the fiscal year ending June 30, 2005, the Audit Committee has considered whether services other than audit and audit-related services provided by Ernst & Young LLP are compatible with maintaining the independence of Ernst & Young LLP.

Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors

The Audit Committee pre-approves all audit and permissible non-audit services provided by the independent auditors. These services may include audit services, audit-related services, tax services and other services. The Audit Committee has adopted a policy for the pre-approval of services provided by the independent auditors. Under the policy, pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is subject to a specific budget. In addition, the Audit Committee may also pre-approve particular services on a case-by-case basis. For each proposed service, the independent auditors are required to provide detailed back-up documentation at the time of approval.

The Audit Committee pre-approved 100% of the audit fees, 100% of the audit-related fees, 100% of the tax fees, and 75% of all other fees for fiscal 2004. In total, the Audit Committee pre-approved 99.9% of the total fees for fiscal 2004. 100% of the fiscal 2003 fees were pre-approved by the Audit Committee.

**THE BOARD RECOMMENDS A VOTE FOR THE RATIFICATION
OF THE APPOINTMENT OF ERNST & YOUNG LLP
AS THE COMPANY'S INDEPENDENT AUDITORS
FOR THE YEAR ENDING JUNE 30, 2005**

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information known to the Company with respect to the beneficial ownership as of August 15, 2004, by (i) all persons who are beneficial owners of five percent (5%) or more of the Company's Common Stock including Exchangeable Shares, (ii) each director and nominee, (iii) the Named Executive Officers (as defined in the "Compensation of Executive Officers" section below), and (iv) all current directors and executive officers as a group.

As of August 15, 2004, 1,381,055,972 shares of the Company's Common Stock were outstanding, and 62,208,177 Exchangeable Shares were outstanding. As of August 15, 2004, no person beneficially owned more than five percent (5%) or more of the Company's Common Stock including Exchangeable Shares. The amounts and percentages of Common Stock beneficially owned are reported on the basis of regulations of the Securities and Exchange Commission ("SEC") governing the determination of beneficial ownership of securities. Under the SEC rules, a person is deemed to be a "beneficial owner" of a security if that person has or shares "voting power," which includes the power to vote or to direct the voting of such security, or "investment power," which includes the power to dispose of or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities of which that person has a right to acquire beneficial ownership within 60 days. Under these rules, more than one person may be deemed a beneficial owner of securities as to which such person has no economic interest.

Name	Number of Shares Beneficially Owned	
	Number	Percentage
Directors and Named Executive Officers		
Jozef Straus, Ph.D. ⁽¹⁾	11,429,167	*
Joseph C. Zils ⁽²⁾	987,976	*
Donald E. Bossi, Ph.D. ⁽³⁾	858,112	*
Stan Lumish, Ph.D. ⁽⁴⁾	669,758	*
Kevin J. Kennedy, Ph.D. ⁽⁵⁾	631,388	*
Martin A. Kaplan ⁽⁶⁾	561,989	*
Robert E. Enos ⁽⁷⁾	537,683	*
Mark S. Sobey, Ph.D. ⁽⁸⁾	510,387	*
Bruce D. Day ⁽⁹⁾	470,539	*
Casmir S. Skrzypczak ⁽¹⁰⁾	335,778	*
Peter A. Guglielmi ⁽¹¹⁾	316,029	*
Ronald C. Foster ⁽¹²⁾	262,500	*
Richard T. Liebhaber ⁽¹³⁾	84,417	*
All directors and executive officers as a group (19 persons) ⁽¹⁴⁾	18,676,446	1.3%

* Less than 1%.

(1) Includes 11,426,077 shares subject to stock options currently exercisable or exercisable within 60 days of August 15, 2004.

(2) Includes 956,816 shares subject to stock options currently exercisable or exercisable within 60 days of August 15, 2004.

(3) Includes (i) 805,184 shares subject to stock options currently exercisable or exercisable within 60 days of August 15, 2004, and (ii) 20,000 shares subject to further vesting restrictions.

(4) Includes 669,139 shares subject to stock options currently exercisable or exercisable within 60 days of August 15, 2004.

(5) Includes 551,888 shares subject to stock options currently exercisable or exercisable within 60 days of August 15, 2004.

- (6) Includes (i) 539,166 shares subject to stock options currently exercisable or exercisable within 60 days of August 15, 2004, (ii) 11,363 shares subject to further vesting restrictions, (iii) 1,600 shares held by Mr. Kaplan's children, and (iv) 260 shares held by Mr. Kaplan's spouse.
- (7) Includes (i) 438,940 shares subject to stock options currently exercisable or exercisable within 60 days of August 15, 2004, (ii) 12,000 shares issuable upon exchange of the Exchangeable Shares of JDS Uniphase Canada Ltd., and (iii) 11,363 shares subject to further vesting restrictions.
- (8) Includes (i) 490,000 shares subject to stock options currently exercisable or exercisable within 60 days of August 15, 2004, and (ii) 20,000 shares subject to further vesting restrictions.
- (9) Includes (i) 438,940 shares subject to stock options currently exercisable or exercisable within 60 days of August 15, 2004, (ii) 12,200 shares issuable upon exchange of the Exchangeable Shares of JDS Uniphase Canada Ltd., and (iii) 11,363 shares subject to further vesting restrictions.
- (10) Includes (i) 327,916 shares subject to stock options currently exercisable or exercisable within 60 days of August 15, 2004, and (ii) 11,363 shares subject to further vesting restrictions.
- (11) Includes 281,166 shares subject to stock options currently exercisable or exercisable within 60 days of August 15, 2004, and (ii) 11,363 shares subject to further vesting restrictions.
- (12) Includes 262,500 shares subject to stock options currently exercisable or exercisable within 60 days of August 15, 2004.
- (13) Includes (i) 11,363 shares subject to further vesting restrictions held by Liebhaber & Associates, Inc., of which Mr. Liebhaber is President and Director, and (ii) 60,804 shares subject to stock options currently exercisable or exercisable within 60 days of August 15, 2004.
- (14) Includes (i) 18,162,060 shares subject to stock options currently exercisable or exercisable within 60 days of August 15, 2004, (ii) 138,178 shares subject to further vesting restrictions, (iii) 24,200 shares issuable upon exchange of the Exchangeable Shares of JDS Uniphase Canada Ltd., and (iv) indirect holdings attributable to executive officers in the amount of 1,860 shares.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth certain information concerning compensation of (i) each person that served as the Chief Executive Officer of the Company during the fiscal year ended June 30, 2004, (ii) the four other most highly compensated Executive Officers of the Company whose aggregate cash compensation exceeded \$100,000 during the fiscal year ended June 30, 2004, and (iii) up to two former executive officers of the Company who would have been one of the Company's four most highly compensated officers had such officer been serving as such at the end of the Company's fiscal year ending June 30, 2004 (collectively, the "Named Executive Officers"):

Name and Principal Position	Fiscal Year ⁽¹⁾	Annual Compensation		Long-Term Compensation		All Other Compensation (\$) ⁽⁴⁾
		Salary(\$) ⁽²⁾	Bonus and Commission(\$) ⁽³⁾	Restricted Stock Awards	Securities Underlying Options(#)	
Kevin J. Kennedy, Ph.D. ⁽⁵⁾ Chief Executive Officer	2004	\$403,846	—	—	3,000,000	\$870,096 ⁽⁶⁾
Jozef Straus, Ph.D. ⁽⁷⁾ Founder Emeritus and Advisor to the Chief Executive Officer	2004	548,503 ^(US) 734,994 ^(CDN)	\$44,748 ^(US) 59,962 ^(CDN)	—	750,000	—
	2003	544,440 ^(US) 734,994 ^(CDN)	—	—	750,000	4,812 ^(US) 6,502 ^(CDN)
	2002	505,763 ^(US) 743,471 ^(CDN)	—	—	1,400,000	4,591 ^(US) 6,750 ^(CDN)
Ronald C. Foster ⁽⁸⁾ Executive Vice President and Chief Financial Officer	2004	356,730	5,321	—	680,000	5,166
	2003	114,423	—	—	500,000	33,781 ⁽⁹⁾
Mark S. Sobey, Ph.D. Senior Vice President, Sales	2004	246,654	31,009	97,800 ⁽¹⁰⁾	450,000	1,500
	2003	242,000	—	—	150,000	3,600
	2002	207,293	—	—	140,000	3,400
Joseph C. Zils ⁽¹¹⁾ Vice President and Corporate Advisor	2004	282,423	37,419	—	150,000	1,500
	2003	274,234	—	—	275,000	3,600
	2002	245,192	25,010	—	297,000	3,400
Donald E. Bossi, Ph.D. ⁽¹²⁾ Senior Vice President, Transmission Products	2004	254,808	7,122	97,800 ⁽¹⁰⁾	450,000	1,918
	2003	245,195	—	—	250,000	3,600
	2002	223,629	—	—	225,000	3,706
Stan Lumish, Ph.D. Senior Vice President and Chief Technology Officer	2004	228,107	7,039	—	275,000	1,219
	2003	242,308	—	—	225,000	3,077
	2002	204,230	—	—	155,000	3,069

⁽¹⁾ Compensation reported for fiscal years ending June 30, 2004, 2003 and 2002.

⁽²⁾ The compensation information for Dr. Straus for the fiscal year ending June 30, 2004 has been converted from Canadian dollars to U.S. dollars based upon an average foreign exchange rate which was CDN \$1.34 = U.S. \$1.00. This currency conversion causes Dr. Straus' reported salary to fluctuate from year-to-year because of the conversion of Canadian dollars to U.S. dollars.

⁽³⁾ Bonus and commission include amounts in the year earned, rather than in the year in which such bonus amount was paid or is to be paid.

- (4) Represents contributions made by the Company to (i) Mr. Foster, Mr. Zils, Dr. Bossi, and Dr. Lumish under its 401(k) plan, and (ii) Dr. Straus under the Company's group retirement savings plan for Canadian employees.
- (5) Dr. Kennedy joined the Company as an employee on September 1, 2003.
- (6) Represents new hire bonus of \$500,000 and stock purchase bonus of \$370,096.
- (7) Dr. Straus resigned from his position as Co-Chairman and Chief Executive Officer effective September 1, 2003.
- (8) Mr. Foster joined the Company in February 2003.
- (9) Represents new hire bonus of \$30,000.
- (10) Reflects the dollar value of awards of 20,000 shares of restricted common stock, calculated by multiplying the closing market price of the Company's Common Stock on the date of grant (\$4.89) by the number of shares of restricted common stock awarded. Restricted common stock awards generally become fully vested on the fifth year anniversary of the date of grant, subject to acceleration upon the achievement of certain specified Company performance targets.
- (11) Effective April 4, 2004, Mr. Zils ceased being an executive officer of the Company.
- (12) Dr. Bossi ceased being an executive officer of the Company on September 4, 2004.

Employment Contracts, Termination of Employment and Change in Control Arrangements

The Company and Kevin J. Kennedy, Ph.D. are parties to an employment agreement dated August 18, 2003 (the "Kennedy Agreement"). The term of the Kennedy Agreement commenced on September 1, 2003 and expires on August 31, 2007, unless sooner terminated pursuant to the terms of the Kennedy Agreement. Dr. Kennedy's current annual base salary under the Kennedy Agreement is \$500,000, subject to adjustment from time to time by the Company, and subject to increase to \$575,000 upon the first anniversary of Dr. Kennedy's employment. In addition, Dr. Kennedy is eligible to earn an annual bonus with a target bonus of 100% of his annual base salary and a maximum bonus of up to 200% of his base salary, based upon achievement of objectives determined by the Company from time to time. No bonus was paid for fiscal 2004. The Kennedy Agreement provided for, and Dr. Kennedy received, a one-time new hire bonus of \$500,000 and a one-time stock purchase bonus of \$250,000 (grossed up for applicable deductions and withholdings) to purchase shares of the Company's Common Stock. Such shares of Common Stock are subject to a restricted stock agreement which provides for full vesting after six months of employment as Chief Executive Officer of the Company. Dr. Kennedy further received, pursuant to the Kennedy Agreement, an option to purchase 2,000,000 shares of the Company's Common Stock at an exercise price equal to the fair market value at the date of grant and, subject to achieving certain performance goals determined by the Board, Dr. Kennedy will receive options to purchase a minimum of 1,500,000 shares of the Company's Common Stock over the 18 month period following his commencement of service as Chief Executive Officer, 1,000,000 of which shares will be granted within 12 months of Dr. Kennedy's commencement of employment. The Kennedy Agreement also provides for 24 months medical insurance coverage upon termination of the Kennedy Agreement. Further, in the event the Kennedy Agreement is terminated (i) by the Company without cause (as that term is defined in the Kennedy Agreement); (ii) as a result of the death or disability of Dr. Kennedy; or (iii) by Dr. Kennedy for good reason (as that term is defined in the Kennedy Agreement), Dr. Kennedy shall receive (a) payment of severance in the amount of three years' salary and three years' bonus based upon previous bonuses paid to Dr. Kennedy if employment is terminated prior to the second anniversary of the Kennedy Agreement, or if termination follows a change of control of the Company, (b) payment of severance in the amount of two years' salary and two years' bonus based upon previous bonuses paid to Dr. Kennedy if employment is terminated after the second anniversary of the Kennedy Agreement, and (c) partial acceleration of vesting of Dr. Kennedy's options. If termination of employment occurs prior to the completion of two or three years of employment, the bonus portion of the severance payment will be calculated in accordance with the terms of the Kennedy Agreement. Effective June 16, 2004 the Kennedy Agreement was amended ("the Kennedy Amendment") to provide that, notwithstanding the terms of the Kennedy Agreement and notwithstanding achievement of certain personal performance milestones previously determined by the Board of Directors, any bonus payment otherwise due

for fiscal year 2004 pursuant to the Kennedy Agreement will not be considered earned and payable until the sooner of (y) achievement by the Company of certain financial performance objectives, or (z) the termination of Dr. Kennedy's employment. Effective August 4, 2004 the Kennedy Agreement was further amended ("the Second Kennedy Amendment") to provide that, notwithstanding the terms of the Kennedy Agreement, Dr. Kennedy's base annual salary shall remain at \$500,000 until such time as the Company achieves certain financial milestones, at which time Dr. Kennedy's base annual salary shall be increased to \$575,000 retroactive to September 1, 2004.

The Company and Dr. Straus entered into a Transition and Retirement Agreement dated August 20, 2003 (the "Transition Agreement") pursuant to which and effective September 1, 2003 (i) Dr. Straus retired from his position as the Company's Chief Executive Officer and assumed a new role as Founder Emeritus and Advisor to the Chief Executive Officer, and (ii) resigned from his position as Co-Chairman of the Board of Directors (but remained a member of the Board). During the term of the Transition Agreement, Dr. Straus will continue to receive his regular salary and will remain eligible for a target bonus. The Transition Agreement also provides that upon the latter of (i) the termination of Dr. Straus' employment, or (ii) the termination of Dr. Straus' service as a member of the Company's Board of Directors, Dr. Straus' then vested stock options shall remain exercisable for the full remaining portion of their terms, which is eight years from the date of grant. Dr. Straus resigned from the Board of Directors of the Company effective July 6, 2004.

The Company and Ronald C. Foster are parties to an employment agreement dated January 30, 2003 (the "Foster Agreement"). The term of the Foster Agreement commenced on February 17, 2003 and expires on July 31, 2007, unless sooner terminated pursuant to the terms of the Foster Agreement. Mr. Foster's current annual base salary under the Foster Agreement is \$350,000, subject to adjustment from time to time by the Company. In addition, Mr. Foster is eligible to earn an annual bonus with a target bonus of 60% of his annual base salary and a maximum bonus of up to 200% of his base salary, based upon achievement of objectives determined by the Company from time to time. No bonus was paid for fiscal 2004. The Foster Agreement provided for, and Mr. Foster received, a one-time new hire bonus of \$30,000. Mr. Foster further received, pursuant to the Foster Agreement, an option to purchase 500,000 shares of the Company's Common Stock at an exercise price equal to the fair market value at the date of grant. Such options become fully vested four years from the date of grant. The Foster Agreement also provides for 24 months medical insurance coverage upon termination of the Foster Agreement. Further, in the event the Foster Agreement is terminated (i) by the Company without cause (as that term is defined in the Foster Agreement); (ii) as a result of the death or disability of Mr. Foster; or (iii) by Mr. Foster for good reason (as that term is defined in the Foster Agreement), Mr. Foster shall receive (a) payment of severance in the amount of two years' salary and two years' bonus based upon previous bonuses paid to Mr. Foster if employment is terminated prior to the second anniversary of the Foster Agreement, or if termination follows a change of control of the Company, (b) payment of severance in the amount of three years' salary and three years' bonus based upon previous bonuses paid to Mr. Foster if employment is terminated after the second anniversary of the Foster Agreement, and (c) partial acceleration of vesting of Mr. Foster's options. If termination of employment occurs prior to the completion of two or three years of employment, the bonus portion of the severance payment will be calculated in accordance with the terms of the Foster Agreement.

The Company and Mark S. Sobey, Ph.D. are parties to a change of control agreement dated August 4, 2004 (the "Sobey Change of Control Agreement"). The term of the Sobey Change of Control Agreement expires on August 4, 2006 unless sooner terminated pursuant to the terms of the Sobey Change of Control Agreement. On August 4, 2006 and at the end of each two-year period thereafter, the term will automatically be extended for an additional two-year period, provided Dr. Sobey's most recent performance rating meets expectations. Dr. Sobey's current base salary is \$255,000, subject to adjustment from time to time by the Company. In addition, Dr. Sobey is eligible to earn an annual bonus with a target bonus of 50% of his annual base salary and a maximum bonus of up to 200% of his target bonus. The Sobey Change of Control Agreement provides for payment of severance in the amount of six months' salary and partial acceleration of vesting of Dr. Sobey's previously granted equity incentive awards if prior to the expiration of the term and within six months following a change of control (as that term is defined in the Sobey Change of Control Agreement), his employment is

terminated by the Company other than for cause (as that term is defined in the Sobey Change of Control Agreement) or by him for good reason (as that term is defined in the Sobey Change of Control Agreement), conditioned upon Dr. Sobey executing and delivering to the Company a release of claims reasonably acceptable to the Company. Prior to a change of control, the Company or Dr. Sobey may terminate the Sobey Change of Control Agreement for convenience upon delivery of a written notice to the other.

The Company and Joseph C. Zils are parties to an employment agreement dated December 1, 2001 (the “Zils Agreement”). The term of the Zils Agreement expires on November 9, 2005, unless sooner terminated pursuant to the terms of the Zils Agreement. Mr. Zils’ current annual base salary under the Zils Agreement is \$274,234, subject to adjustment from time to time by the Company. In addition, Mr. Zils is eligible to earn an annual bonus in an amount up to 50% of his annual base salary, based upon achievement of objectives determined by the Company from time to time. However, no bonus was paid for fiscal 2004. The Zils Agreement also provides for payment of severance in the amount of \$1,090,702.38 and acceleration of vesting of stock options granted to Mr. Zils’ in December 2001 in the event the Zils Agreement is terminated (i) by the Company without cause (as that term is defined in the Zils Agreement); (ii) as a result of the death or disability of Mr. Zils; or (iii) by Mr. Zils for good reason (as that term is defined in the Zils Agreement). Effective as of April 4, 2004, Mr. Zils ceased being an executive officer of the Company, and the Zils Agreement was terminated as of that date.

The Company and Stan Lumish, Ph.D. are parties to a change of control agreement dated August 4, 2004 (the “Lumish Change of Control Agreement”). The term of the Lumish Change of Control Agreement expires on August 4, 2006 unless sooner terminated pursuant to the terms of the Lumish Change of Control Agreement. On August 4, 2006 and at the end of each two-year period thereafter, the term will automatically be extended for an additional two-year period, provided Dr. Lumish’s most recent performance rating meets expectations. Dr. Lumish’s current base salary is \$220,000, subject to adjustment from time to time by the Company. In addition, Dr. Lumish is eligible to earn an annual bonus with a target bonus of 50% of his annual base salary and a maximum bonus of up to 200% of his target bonus. The Lumish Change of Control Agreement provides for payment of severance in the amount of six months’ salary and partial acceleration of vesting of Dr. Lumish’s previously granted equity incentive awards if prior to the expiration of the term and within six months following a change of control (as that term is defined in the Lumish Change of Control Agreement), his employment is terminated by the Company other than for cause (as that term is defined in the Lumish Change of Control Agreement) or by him for good reason (as that term is defined in the Lumish Change of Control Agreement), conditioned upon Dr. Lumish executing and delivering to the Company a release of claims reasonably acceptable to the Company. Prior to a change of control, the Company or Dr. Lumish may terminate the Lumish Change of Control Agreement for convenience upon delivery of a written notice to the other.

Stock Option Grants in Last Fiscal Year

The following table set forth information regarding stock options granted to the Named Executive Officers for the fiscal year ended June 30, 2004:

Name	Individual Grants				Potential Realizable Value at Assumed Annual Rate of Stock Price Appreciation for Option Term ⁽⁴⁾⁽⁵⁾	
	Number of Securities Underlying Options Granted ⁽¹⁾	% of Total Options Granted to Employees in Fiscal 2004 ⁽²⁾	Exercise Price per Share ⁽³⁾	Expiration Date		
Kevin J. Kennedy, Ph.D.	2,000,000	4.01%	\$3.45	08/31/11	\$3,294,443	\$7,890,763
	1,000,000	2.01%	4.35	03/21/14	2,214,445	6,102,782
Jozef Straus, Ph.D.	750,000	1.51%	2.95	07/29/11	1,000,966	2,449,806
Ronald C. Foster	300,000	0.60%	2.95	07/29/11	400,386	979,922
	380,000	0.76%	4.35	03/21/14	841,489	2,319,057
Mark S. Sobey, Ph.D.	150,000	0.30%	2.95	07/29/11	200,193	489,961
	300,000	0.60%	4.35	03/11/14	815,821	2,072,053
Joseph C. Zils	150,000	0.30%	2.95	07/29/11	200,193	489,961
Donald E. Bossi. Ph.D.	150,000	0.30%	2.95	07/29/11	200,193	489,961
	300,000	0.60%	4.35	03/11/14	815,821	2,072,053
Stan Lumish, Ph.D.	125,000	0.25%	2.95	07/29/11	166,828	408,301
	150,000	0.30%	4.35	03/11/14	407,910	1,036,02

- ⁽¹⁾ Except in the event of a change in control of the Company, options granted become exercisable at the rate of 25% of the shares subject thereto one year from the grant date and as to approximately 6.25% of the shares subject to the option at the end of each three-month period thereafter such that the option is fully exercisable four years from the grant date.
- ⁽²⁾ Based on a total of 49,829,040 options granted to the Company's employees in fiscal 2004, including the Named Executive Officers.
- ⁽³⁾ The exercise price per share of options granted represented the fair market value of the underlying shares of Common Stock on the date the options were granted.
- ⁽⁴⁾ The potential realizable is calculated based upon the term of the option at its time of grant. It is calculated assuming that the stock price on the date of grant appreciates at the indicated annual rate, compounded annually for the entire term of the option, and that the option is exercised and sold on the last day of its term for the appreciated stock price.
- ⁽⁵⁾ Stock price appreciation of 5% and 10% is assumed pursuant to the rules promulgated by the SEC and does not represent the Company's prediction of the future stock price performance.

Aggregated Stock Option Exercises in Last Fiscal Year and Fiscal Year-End Option Values

The following table sets forth certain information with respect to stock options exercised by the Named Executive Officers during fiscal 2004, including the shares acquired on exercise and the aggregate value of gains on the date of exercise. In addition, the table sets forth the number of underlying stock options as of June 30, 2004 and the value of “in-the-money” stock options, which represents the difference between the exercise price of a stock option and the market price of the shares subject to such option:

Name	Shares Acquired on Exercise	Value Realized ⁽¹⁾	Number of Securities Underlying Unexercised Options at June 30, 2004		Value of Unexercised In-the-Money Options at June 30, 2004 ⁽²⁾	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Kevin J. Kennedy, Ph.D.	0	\$0	47,444	3,005,556	\$ 16,887	\$200,000
Jozef Straus, Ph.D.	0	\$0	11,085,452	1,862,500	67,500	562,500
Ronald C. Foster	0	\$0	156,250	1,023,750	115,625	434,375
Mark S. Sobey, Ph.D.	0	\$0	422,500	632,500	45,000	165,000
Joseph C. Zils	0	\$0	871,691	483,251	86,156	229,344
Donald E. Bossi, Ph.D.	0	\$0	723,919	735,651	83,811	218,687
Stan Lumish, Ph.D.	0	\$0	597,499	523,751	74,812	191,187

⁽¹⁾ The value realized upon the exercise of stock options represents the positive spread between the exercise price of stock options and the fair market value of the shares subject to such options on the exercise date.

⁽²⁾ The value of “in-the-money” stock options represents the positive spread between the exercise price of stock options and the fair market value of the shares subject to such options on July 3, 2004, which was \$3.55 per share.

EQUITY COMPENSATION PLANS

The following table sets forth information about shares of the Company's Common Stock and Exchangeable Shares that may be issued under the Company's equity compensation plans, including compensation plans that were approved by the Company's Stockholders as well as compensation plans that were not approved by the Company's Stockholders. Information in the table is as of June 30, 2004.

<u>Plan Category</u>	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders ⁽¹⁾⁽²⁾	29,767,096	\$ 4.24	143,548,159
Equity compensation plans not approved by security holders ⁽³⁾	<u>94,235,533</u>	<u>15.15</u>	<u>10,671,689</u>
Total/Weighted Ave./Total	124,002,629	\$12.53	154,219,848

(1) Represents shares of the Company's Common Stock issuable upon exercise of options and restricted stock units outstanding under the following equity compensation plan: 2003 Equity Incentive Plan.

(2) Represents shares of the Company's Common Stock authorized for future issuance under the following equity compensation plan: Amended and Restated 1998 Employee Stock Purchase Plan.

(3) Represents shares of the Company's Common Stock issuable upon exercise of options outstanding or authorized for future issuance under the following equity compensation plans: Amended and Restated 1993 Flexible Stock Incentive Plan, 1996 Non-Qualified Stock Option Plan, and Amended and Restated 1999 Canadian Employee Stock Purchase Plan.

(4) As of June 30, 2004, options and rights to purchase an aggregate of 20,595,299 shares of the Company's Common Stock at a weighted average exercise price of \$31.14 were outstanding under the following equity compensation plans, which options and rights were assumed in connection with the following merger and acquisition transactions: Uniphase Telecommunications, Inc. 1995 Flexible Stock Incentive Plan; JDS FITEL 1994 and 1996 Stock Option Plans; Broadband Communications Products, Inc. 1992 Key Employee Incentive Stock Option Plan; EPITAXX, Inc. Amended and Restated 1996 Employee, Director and Consultant Stock Option Plan; Optical Coating Laboratory, Inc. 1993, 1995, 1996, 1998 and 1999 Incentive Compensation Plans; Cronos Integrated Microsystems, Inc. 1999 Stock Plan; E-TEK Dynamics, Inc. 1997 Equity Incentive Plan, and 1998 Stock Plan; Optical Process Automation, Inc. 2000 Stock Option and Incentive Plan, 2000 Series B Preferred Stock Option Plan; SDL, Inc. 1995 Stock Option Plan; 1992 SDL-Spectra Diode Stock Option Plan; and Epion Corporation 1996 Stock Option Plan. No further grants or awards will be made under the assumed equity compensation plans, and the options outstanding under the assumed plans are not reflected in the table above.

The following are descriptions of the material features of the Company's equity compensation plans that were not approved by the Company's Stockholders:

Amended and Restated 1993 Flexible Stock Incentive Plan

The Amended and Restated 1993 Flexible Stock Incentive Plan (the "1993 Plan") was adopted by the Board of Directors in August 1993 and was approved by the Company's stockholders in October 1993. Amendments and restatements of the 1993 Plan were adopted by the Board of Directors and approved by the

Company's Stockholders in both 1995 and 1996. The 1993 Plan has subsequently been amended and restated by the Board of Directors without approval of the Company's Stockholders.

On July 30, 2003 the Board of Directors adopted a resolution to terminate the 1993 Plan effective upon Stockholder approval of the 2003 Equity Incentive Plan. The 2003 Equity Incentive Plan was approved by the Company's Stockholders on November 6, 2003. No new awards will be issued under the 1993 Plan.

The Company established subplans under the 1993 Plan for employees in the United Kingdom and France. Each subplan is subject to and incorporates the terms and conditions of the 1993 Plan, and provides further administrative rules in order to take advantage of certain employee- and Company-favorable tax laws in these jurisdictions. As a result of the approval by the Company's Stockholders of the 2003 Equity Incentive Plan, no new awards will be issued under these subplans.

1996 Non-Qualified Stock Option Plan

The Board of Directors adopted the 1996 Non-Qualified Stock Option Plan (the "1996 Plan") in November 1996. The 1996 Plan is administered by the Compensation Committee. Pursuant to the 1996 Plan, the Compensation Committee may grant non-qualified stock options only to employees, independent contractors and consultants of the Company or any parent or subsidiary corporation of the Company. Only non-qualified stock options may be issued under the 1996 Plan. Stock options may not be granted to officers and directors of the Company. The 1996 Plan will continue in effect until terminated by the Board of Directors. The Company last granted stock options under the 1996 Plan on April 17, 1998. The Company presently does not intend to grant any additional options under the 1996 Plan.

An aggregate of 19,136,000 shares has been reserved for the grant of stock options under the 1996 Plan. Shares underlying awards that are forfeited or canceled are not counted as having been issued under the 1996 Plan. Stock options issued under the 1996 Plan must have an exercise price of not less than 85% of the fair market value of the Company's Common Stock on the date of grant of the option. Options are generally non-transferable. The term of all options granted under the Plan shall not exceed eight years from the date of grant.

Amended and Restated 1999 Canadian Employee Stock Purchase Plan

The Amended and Restated 1999 Canadian Employee Stock Purchase Plan (the "Canadian ESPP") was adopted by the Board of Directors in August 1999 and is administered by the Board of Directors. An aggregate of 10,000,000 shares of Common Stock has been reserved for issuance under the Canadian ESPP. Only employees of JDS Uniphase Inc. (which generally includes all Company employees in Ottawa) and corporate affiliates of the Company as designated by the Board of Directors are eligible to participate in the Canadian ESPP. The Canadian ESPP is not intended to qualify as an "Employee Stock Purchase Plan" under Section 423 of the Internal Revenue Code of 1986, as amended (the "Code").

The terms of the Canadian ESPP provide that shares of the Company's Common Stock are offered for purchase through a series of successive or overlapping purchase periods (the "Purchase Periods"), each of a duration (not to exceed twenty-four months) as determined by the Board of Directors. Participants enrolled in a Purchase Period are granted a purchase right which entitles the participating employee to specify a level of payroll deduction between 1% and 10% of compensation to be in effect on each pay day during the Purchase Period, and the accumulated payroll deductions are applied to the purchase of the shares when the purchase right is exercised. No rights or accumulated payroll deductions of a participant under the Canadian ESPP may be transferred (other than by will or by the laws of descent and distribution).

Outstanding purchase rights are automatically exercised on successive quarterly or semi-annual purchase dates as determined by the Board of Directors. The purchase right is exercised by applying the accumulated payroll deductions to the purchase of whole shares on each quarterly or semi-annual purchase date. The purchase price per share is the lesser of (i) 85% of the fair market value per share on the date the Purchase Period begins or (ii) 85% of the fair market value per share on the date the purchase right is exercised. The

Canadian ESPP limits purchase rights to a maximum of (i) \$25,000 worth of stock (determined at the fair market value of the shares at the time the purchase right is granted) in any calendar year, and (ii) 20,000 shares in any Purchase Period.

The Board of Directors amended the Canadian ESPP on July 31, 2002 to provide that no new Purchase Periods shall commence under the Canadian ESPP on or after August 1, 2002, except as otherwise determined by the Board of Directors. Although the Canadian ESPP will not terminate by its terms until July 1, 2009, all Purchase Periods under the Canadian ESPP were terminated on July 31, 2002. The Company has since integrated former participants in the Canadian ESPP into the Company's Stockholder approved Amended and Restated 1998 Employee Stock Purchase Plan and it is the Company's present intention to utilize for future purchase periods only this single Stockholder approved employee stock purchase plan for the benefit of all eligible employees of the Company and its corporate affiliates.

REPORT OF COMPENSATION COMMITTEE

The information contained in the following report shall not be deemed to be "soliciting material" or to be "filed" with the Securities and Exchange Commission, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933, as amended, or the 1934 Securities Exchange Act, as amended, except to the extent that the Company specifically incorporates it by reference in such filing.

The Compensation Committee of the Board of Directors is responsible for insuring that the Company adopts and maintains responsible and responsive compensation programs for its employees, officers and directors consistent with the long-range interests of stockholders. In furtherance of this task, the Compensation Committee has the obligation to ensure that (a) the Company's compensation policies (including its wage and salary levels, equity programs, and health and benefit plans) are competitive and designed to attract and retain the most qualified employees, officers and directors, (b) all components of compensation (including wage and salary levels, equity programs, and health and benefit plans) are aligned to actual performance and results, and (c) the Company properly and fully performs all of its public disclosure obligations with respect to its compensation programs and director and executive officer compensation. The Compensation Committee is also responsible for administering certain other compensation programs for such individuals, subject in each instance to approval by the full Board. The Compensation Committee also has the exclusive responsibility for the administration of the Company's employee stock purchase plans and equity incentive plans. The Compensation Committee chairman reports on Compensation Committee's actions and recommendations at Board meetings. The Company's Compensation and Benefits Group within the company's Human Resources department supports the work of the Compensation Committee and in some cases acts pursuant to delegated authority to fulfill various functions in administering the Company's compensation programs. In addition, the Compensation Committee has the authority to engage the services of outside advisors, experts and others to provide assistance as needed. The Compensation Committee is composed solely of non-employee directors, as such term is defined in Rule 16b-3 under the Securities and Exchange Act of 1934, as amended, each of whom must at all times meet all other applicable federal securities and NASDAQ listing requirements to qualify as an independent director.

The fundamental policy of the Compensation Committee is to provide the Company's chief executive officer and other executive officers with competitive compensation opportunities based upon their contribution to the financial success of the Company and their personal performance. It is the Compensation Committee's objective to have a substantial portion of each executive officer's compensation contingent upon the Company's performance as well as upon his or her own level of performance. Accordingly, the compensation package for the chief executive officer and other executive officers is comprised of three elements: (i) base salary which reflects individual performance and is designed primarily to be competitive with salary levels in the industry, (ii) annual variable performance awards payable in cash and tied to the Company's achievement of financial performance targets, and (iii) long-term stock-based incentive awards which strengthen the mutuality of interests between the executive officers and the Company's stockholders. As an executive officer's level of responsibility increases, it is the intent of the Compensation Committee to have a greater portion of his or her

total compensation be dependent upon Company performance and stock price appreciation rather than base salary.

Several of the more important factors which the Compensation Committee considered in establishing the components of each executive officer's compensation package for the 2004 fiscal year are summarized below. Additional factors were also taken into account, and the Compensation Committee may in its discretion apply entirely different factors, particularly different measures of financial performance, in setting executive compensation for future fiscal years.

Base Salary. The base salary for each executive officer is determined on the basis of the following factors: experience, personal performance, the average salary levels in effect for comparable positions within and without the industry and internal comparability considerations. The weight given to each of these factors differs from individual to individual, as the Compensation Committee deems appropriate. In selecting comparable companies for the purposes of maintaining competitive compensation, the Compensation Committee considers many factors including geographic location, growth rate, annual revenue and profitability, and market capitalization. The Compensation Committee also considers companies outside the industry which may compete with the Company in recruiting executive talent.

Annual Incentive Compensation. Annual bonuses are earned by each executive officer primarily on the basis of the Company's achievement of certain corporate financial performance goals established for each fiscal year. For fiscal 2004, the criteria for determination of payment of bonuses was based on the following factors: (i) the Company's consolidated operating profit performance net of certain non-recurring adjustments, relative to the target established by the Compensation Committee, and (ii) the revenue and operating profit performance of the respective division or subsidiary relative to the targets established by the Compensation Committee. Actual bonuses, if any, earned in fiscal 2004 by each of the current executive officers named in the Summary Compensation Table is indicated in the Bonus and Commission column.

Deferred Compensation Plan. The Company maintains a deferred compensation plan, pursuant to which certain members of management (including the executive officers) may elect to defer a portion of his or her annual compensation. The participants' funds are invested among various funds designated by the plan administrator and currently may not be invested in the Company's Common Stock or other Company securities. Upon the death or retirement of a participant, the funds attributable to the participant (including any earnings on contributions) are distributed to the participant or the participant's beneficiary in a lump sum or in annual installments over a period not to exceed fifteen years.

Long-Term Compensation. Long-term incentives are provided through stock option, restricted stock, and/or restricted stock unit grants. The Compensation Committee believes that stock-based compensation aligns the interests of employees and long-term stockholders and form an important element of the Company's compensation practices by providing each executive officer with a significant incentive to manage the Company from the perspective of an owner with an equity stake in the business. The Compensation Committee approves the equity grants to the executive officers based on a variety of factors, including the individual performance of the executive officer, an assessment of the value of the individual's services to the Company, the awards given to other executives, and the desire to keep the Company's overall compensation competitive. Additionally, the Compensation Committee generally grants equity awards to executive officers upon commencement of their employment with the Company, with the level of award based on factors similar to those considered in connection with annual awards to existing executive officers. The number of shares of Common Stock subject to each grant is set at a level intended to create a meaningful opportunity for stock ownership based on the executive officer's current position with the Company, the base salary associated with that position, the average size of comparable awards made to executive officers in similar positions within the industry, the executive officer's potential for increased responsibility and promotion over the grant term, and the executive officer's personal performance in recent periods. The Compensation Committee also takes into account the number of vested and unvested options and other equity incentives held by the executive officer in order to maintain an appropriate level of equity incentive for that executive officer. The Compensation Committee does not adhere to any specific guidelines as to the relative equity incentive holdings of the

Company's executive officers. The equity incentive awards granted in fiscal 2004 to each of the current executive officers named in the Summary Compensation Table is indicated in the Long-Term Compensation Awards column.

When awarded, stock options are granted at a fixed price per share (not lower than the market price on the grant date) and have a term not to exceed eight years. Stock options generally become exercisable at the rate of 25% of the shares subject thereto one year from the grant date and as to approximately 6.25% of the shares subject to the option at the end of each three-month period thereafter such that the option is fully exercisable four years from the grant date, contingent upon the executive officer's continued employment with the Company. Accordingly, the option will provide the maximum return to the executive officer only if the executive officer remains employed by the Company for the four-year vesting period, and then only if the market price of the underlying shares of Common Stock appreciates over the option term. Similarly, restricted stock units and shares of restricted stock are granted with transfer and reconveyance restrictions or conversion privileges related to the passage of time, the occurrence of one or more events, and/or the satisfaction of performance or financial criteria or other conditions. The restricted stock or restricted stock unit grant will provide a return to the executive officer only if the executive officer remains employed by the Company during a specified period, and the date of vesting of the grant may be determined based upon the achievement of specified stockholder-aligned performance criteria.

Compensation of the Chief Executive Officer. The compensation of the Chief Executive Officer is reviewed annually on the same basis as discussed above for all executive officers. Dr. Kennedy's base salary for fiscal 2004 was \$500,000. The Compensation Committee recommended, and the Board of Directors approved, Dr. Kennedy's base salary and initial stock option grant in part by comparing the base salaries of chief executive officers at other companies. Dr. Kennedy's base salary was set at the approximate median of the base salary range for chief executive officers of comparative companies chosen based upon geographic location, annual revenue and profitability, market capitalization and those which may compete with the Company in recruiting executive talent. Based on the Compensation Committee's criteria described above and in accordance with the terms of Dr. Kennedy's employment agreement, in fiscal 2004 Dr. Kennedy was awarded options to purchase 2,000,000 shares of Common Stock at a purchase price of \$3.45 per share and options to purchase 1,000,000 shares of Common Stock at a purchase price of \$4.35 per share. Dr. Kennedy's base annual salary is to remain at \$500,000 until such time as the Company achieves certain financial milestones, at which time Dr. Kennedy's base annual salary will be increased to \$575,000 retroactive to September 1, 2004. Additionally, the Compensation Committee recommended, and the Board of Directors and Dr. Kennedy have approved, an amendment to the Kennedy Agreement to provide that, notwithstanding achievement of certain personal performance milestones previously determined by the Board of Directors, any bonus payment otherwise due for fiscal year 2004 pursuant to the Kennedy Agreement will not be considered earned and payable until the sooner of (a) achievement by the Company of certain financial performance objectives, or (b) the termination of Dr. Kennedy's employment.

The Company is required to disclose its policy regarding qualifying executive compensation for deductibility under Section 162(m) of the Code which provides that, for purposes of the regular income tax and the alternative minimum tax, the otherwise allowable deduction for compensation paid or accrued with respect to a covered employee of a publicly-held corporation is limited to no more than \$1 million per year. The cash compensation paid to the Company's executive officers for fiscal 2004 did not exceed the \$1 million limit per officer. The Company's 1993 Plan and 2003 Equity Incentive Plan (the "2003 Plan") are structured so that any compensation deemed paid to an executive officer when he or she exercises an outstanding option under the 1993 Plan or 2003 Plan, with an exercise price equal to the fair market value of the option shares on the grant date, will qualify as performance-based compensation which will not be subject to the \$1 million limitation. In addition, other stock based awards issued under the 2003 Plan may be exempt from the \$1 million limitation if such awards are subject to performance criteria and administered in accordance with Section 162(m) of the Code. The Company has discretion to issue other stock based awards which are intended to be exempt from the \$1 million limitation as well as other stock based awards that are not intended to be exempt

from the \$1 million limitation. The Board has required that at least two thirds of all awards to covered employees under the 2003 Plan contain criteria under which the vesting of such awards is tied to achievement of specified performance milestones.

COMPENSATION COMMITTEE

Peter A. Guglielmi
Martin A. Kaplan
Casimir S. Skrzypczak
Kevin J. Kennedy, Ph.D.¹

¹ Dr. Kennedy resigned as a member of the Compensation Committee on September 1, 2003.

REPORT OF THE AUDIT COMMITTEE

The information contained in the following report shall not be deemed to be “soliciting material” or to be “filed” with the Securities and Exchange Commission, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933, as amended, or the 1934 Securities Exchange Act, as amended, except to the extent that the Company specifically incorporates it by reference in such filing.

The Audit Committee of the Board of Directors is responsible for assisting the full Board of Directors in fulfilling its oversight responsibilities relative to the Company’s financial statements, financial reporting practices, systems of internal accounting and financial controls, the internal audit function, annual independent audits of the Company’s financial statements, and such legal and ethics programs as may established from time to time by the Board. The Audit Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company and may retain external consultants at its sole discretion. The Audit Committee is composed solely of non-employee directors, as such term is defined in Rule 16b-3 under the Securities and Exchange Act of 1934, as amended, all of whom shall satisfy the independence, financial literacy and experience requirements of Section 10A of the Securities Exchange Act of 1934, as amended, the Sarbanes-Oxley Act of 2002, rules applicable to NASDAQ-listed issuers, and any other regulatory requirements. All members of the Committee are required to have a working knowledge of basic finance and accounting, and at all times at least one member of the Committee qualifies as a “financial expert” as defined by the Sarbanes-Oxley Act of 2002.

The following is the Report of the Audit Committee with respect to the Company’s audited financial statements for the fiscal year ended June 30, 2004, which includes the consolidated balance sheets of the Company as of June 30, 2004 and 2003, and the related consolidated statements of operations, stockholders’ equity (deficit) and cash flows for each of the three years in the period ended June 30, 2004, and the notes thereto.

Review with Management

The Audit Committee has reviewed and discussed the Company’s audited financial statements with management.

Review and Discussions with Independent Auditors

The Audit Committee has discussed with Ernst & Young LLP, the Company’s independent auditors, the matters required to be discussed by SAS 61 (Codification of Statements on Accounting Standards) which includes, among other items, matters related to the conduct of the audit of the Company’s financial statements.

The Audit Committee has also received written disclosures and the letter from Ernst & Young LLP required by Independence Standards Board Standard No. 1 (which relates to the auditors’ independence from the Company and its related entities) and has discussed with Ernst & Young LLP its independence from the Company.

The Company has been made aware that affiliates of its Independent Registered Public Accounting Firm, Ernst & Young LLP (“Ernst & Young”), in Mauritius, Barbados, and Singapore performed certain secretarial and directorship services that raise issues under the auditor independence rules. These services are not permitted under the auditor independence rules. The Company, its Audit Committee and Ernst & Young have considered the impact the providing of these services may have had on Ernst & Young’s independence with respect to the Company and concluded there has been no impairment of Ernst & Young’s independence. The services were administrative in nature and the associated fees over the period the services were provided (fiscal year 2001 through 2004) aggregated approximately \$71,000. The services have either been discontinued or are in the process of being discontinued.

Conclusion

Based on the review and discussions referred to above, the Audit Committee recommended to the Company's Board that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2004.

AUDIT COMMITTEE

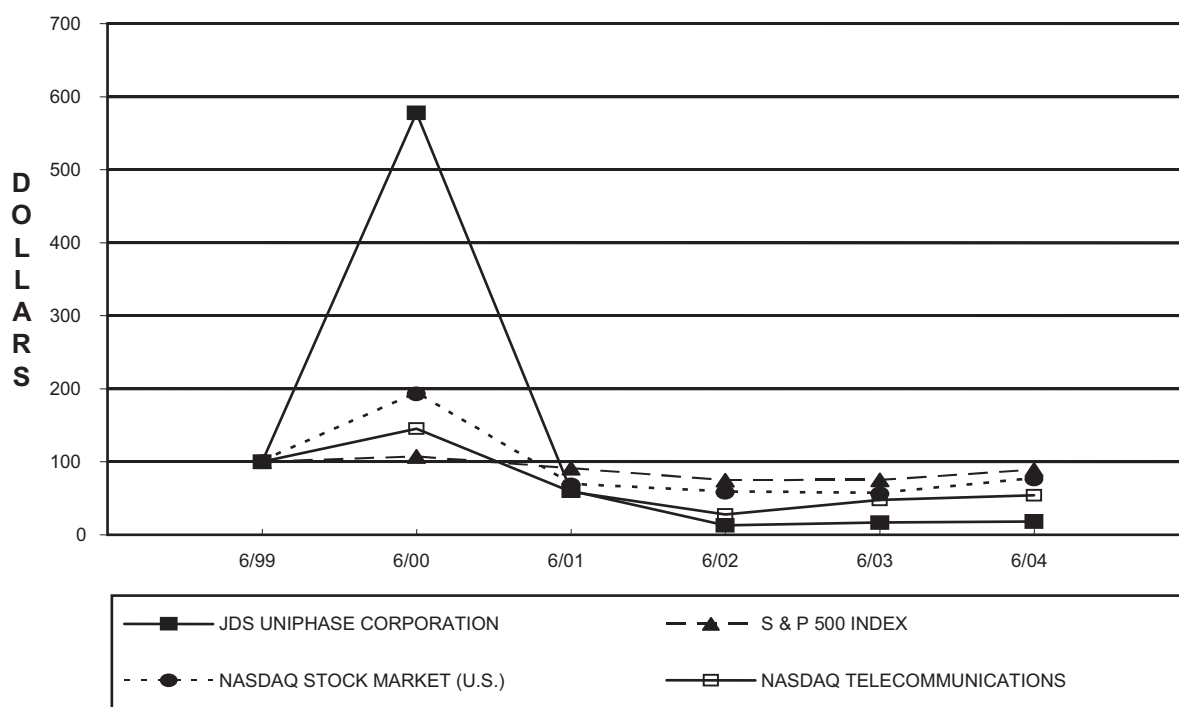
Bruce D. Day
Peter A. Guglielmi
Richard T. Liebhaber
Casimir S. Skrzypczak

STOCK PERFORMANCE GRAPH

The information contained in the following graph shall not be deemed to be “soliciting material” or to be “filed” with the Securities and Exchange Commission, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933, as amended, or the 1934 Securities Exchange Act, as amended, except to the extent that the Company specifically incorporates it by reference in such filing.

The following graph and table set forth the Company’s total cumulative stockholder return of an investment of \$100 on June 1999 and ending June 30, 2004 in: (i) the Company’s Common Stock, (ii) the S&P 500 Index, (iii) the Nasdaq Stock Market (U.S.) Index and, (iv) the Nasdaq Telecommunications Index. Total return assumes reinvestment of dividends. Historical stock price performance is not necessarily indicative of future stock price performance.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN* AMONG JDS UNIPHASE CORPORATION



*\$100 invested on 6/30/99 in stock or index-including reinvestment of dividends. Fiscal year ending June 30.

	June 30,					
	1999	2000	2001	2002	2003	2004
JDS Uniphase Corporation	\$100	\$578	\$60	\$12	\$17	\$18
S&P 500 Index	100	107	91	75	75	89
Nasdaq Stock Market (U.S.)	100	192	69	58	56	76
Nasdaq Telecommunications Index	100	146	58	28	48	54

CODE OF BUSINESS CONDUCT

The Board of Directors has adopted a Code of Business Conduct applicable to all directors, officers and employees of the Company as required by applicable securities laws, rules of the SEC, and the listing standards of The Nasdaq Stock Market, Inc. The Company will post on its website any amendments to, or waivers from, any provision of its Code of Business Conduct. The Company's Code of Business Conduct is posted on the Company's Internet website at www.jdsu.com.

BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's directors, executive officers and any persons who directly or indirectly hold more than 10 percent of the Company's Common Stock ("Reporting Persons") to file reports of ownership and changes in ownership with the SEC. Reporting Persons are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on its review of the copies of such forms received and written representations from certain Reporting Persons that no such forms were required, the Company believes that during fiscal 2004, all Reporting Persons complied with the applicable filing requirements on a timely basis, except for a Form 4 filing on behalf of Jo Major reporting an open market sale which was inadvertently filed late.

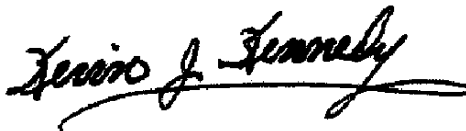
OTHER MATTERS

The Company knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters properly come before the Annual Meeting, it is intended that proxies in the enclosed form will be voted in respect thereof in accordance with the judgments of the persons voting the proxies.

ANNUAL REPORT ON FORM 10-K AND ANNUAL REPORT TO STOCKHOLDERS

UPON WRITTEN REQUEST TO THE CORPORATE SECRETARY, JDS UNIPHASE CORPORATION, 1768 AUTOMATION PARKWAY, SAN JOSE, CALIFORNIA 95131, THE COMPANY WILL PROVIDE WITHOUT CHARGE TO EACH PERSON SOLICITED A COPY OF THE FISCAL 2004 REPORT, INCLUDING FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES FILED THEREWITH.

By Order of the Board of Directors,

A handwritten signature in black ink, appearing to read "Kevin J. Kennedy", with a long horizontal flourish extending to the right.

Kevin J. Kennedy, Ph.D.
Chief Executive Officer

October 1, 2004
San Jose, California