

AFFILIATED COMPUTER SERVICES INC
 Form 4
 October 04, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
RICH JEFFREY A

2. Issuer Name and Ticker or Trading Symbol
AFFILIATED COMPUTER SERVICES INC [ACS]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 2828 N. HASKELL AVENUE,
 BLDG. 1, FL-10
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/30/2005

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

DALLAS, TX 75204

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock par value \$0.01 | | | | | | 88,042 | D |
| Class A Common Stock par value \$0.01 | | | | | | 992 | I ESP Plan |
| Class A Common Stock par | | | | | | 453 | I 401k Plan |

value \$0.01

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (Right to Buy) | \$ 50.25 | 09/30/2005 ⁽¹⁾ | | J ⁽¹⁾ | 400,000 | ⁽²⁾ | 03/18/2015 | Class A Common | 400,000 |
| Employee Stock Option (Right to Buy) | \$ 51.9 | 09/30/2005 | | D | 20,000 | ⁽²⁾ | 07/30/2014 | Class A Common | 20,000 |
| Employee Stock Option (Right to Buy) | \$ 51.9 | 09/30/2005 | | J ⁽¹⁾ | 80,000 | ⁽²⁾ | 07/30/2014 | Class A Common | 100,000 |
| Employee Stock Option (Right to Buy) | \$ 35.75 | 09/30/2005 | | D | 240,000 | ⁽²⁾ | 07/23/2012 | Class A Common | 240,000 |
| Employee Stock Option (Right to Buy) | \$ 35.75 | 09/30/2005 | | J ⁽¹⁾ | 160,000 | ⁽¹⁾ | 07/23/2012 | Class A Common | 400,000 |
| Employee Stock | \$ 16.4375 | 09/30/2005 | | D | 200,000 | 07/11/2005 | 07/11/2010 | Class A Common | 200,000 |

Option
(Right to
Buy)

Employee

Stock

Option
(Right to
Buy)

\$ 11.5312
(4)

09/30/2005

D

150,000

10/08/2003

10/08/2008

Class A
Common

(5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RICH JEFFREY A
2828 N. HASKELL AVENUE, BLDG. 1, FL-10
DALLAS, TX 75204

Former Director and CEO

Signatures

Jeffrey A. Rich

10/04/2005

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The reporting person resigned as a director and Chief Executive Officer of Affiliated Computer Services, Inc. (the "Company") effective September 29, 2005. Each option not vested as of September 29, 2005 was forfeited by the reporting person and terminated and cancelled by the Company.

(2) These options vest and become exercisable as follows: on each anniversary date of the grant, commencing with the first such anniversary date and continuing on each such anniversary thereafter through and including the fifth anniversary of the date of the grant, 20% of such options shall vest and become exercisable. The date of grant is 10 years prior to the stated expiration date.

(3) The reporting person resigned as a director and Chief Executive Officer of Affiliated Computer Services, Inc. (the "Company") effective September 29, 2005. All options vested as of September 29, 2005 were terminated and cancelled by mutual agreement of the Company and the reporting person; the reporting person will receive \$54.08 less the exercise price and applicable income and payroll taxes for each such vested option.

(4) The Exercise Price per share is \$11.53125.

(5) Grant of Employee Stock Option (Right to Buy) on October 8, 1998 for 500,000 shares of ACS Class A Common Stock \$0.01 par value at an Exercise Price of \$11.53125 per share exercisable on October 8, 2003 expiring on October 8, 2008. 350,000 shares have been exercised and 150,000 remain to be exercised.

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

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