

DECKELMAN WILLIAM L JR
Form 4
February 01, 2006

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 *
DECKELMAN WILLIAM L JR

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Class A Common Stock \$0.01 par value | 01/30/2006 | | M | A | 8,000 | \$ 29.525 | 8,000 (2) | I by spouse |
| Class A Common Stock \$0.01 par value | 01/30/2006 | | S | D | 8,000 | \$ 62.7066 (1) | 0 (2) | I by spouse |
| Class A Common | | | | | | 183 | | I ESP Plan |

| | | | | | | | | | |
|---|------------|--|---|-----|---|----------|--------------------|---|----------------------------|
| Stock \$0.01 par value | | | | | | | | | |
| Class A Common Stock \$0.01 par value | 01/30/2006 | | S | 110 | D | \$ 62.77 | 186 ⁽²⁾ | I | ESP Plan (by spouse) |
| Class A Common Stock \$0.01 par value | 01/30/2006 | | S | 186 | D | \$ 62.79 | 0 ⁽²⁾ | I | ESP Plan (by spouse) |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|---|--|---|--|-------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 52.99 | | | | | ⁽³⁾ | 09/13/2015 | Class A Common | 50,000 |
| Employee Stock Option (Right to Buy) | \$ 51.9 | | | | | ⁽³⁾ | 07/30/2014 | Class A Common | 50,000 |
| Employee Stock Option | \$ 44.1 | | | | | ⁽³⁾ | 08/11/2013 | Class A Common | 25,000 ⁽⁴⁾ |

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- (2) The spouse of the reporting person is the owner of the shares which are the subject of these transactions, and such shares are her sole and separate property. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

- (3) 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.

- (4) This amount represents 50% of the options originally granted. The reporting person transferred the economic interest in the other 50% of the options (collectively, the "Transferred Options") that were originally the subject of this option grant to his former spouse pursuant to a qualified domestic relations order. The reporting person is deemed to still hold the legal interest in the Transferred Options as constructive trustee for the benefit of his former spouse, and must exercise the Transferred Options solely upon her direction, and she is entitled to the shares issued upon exercise. Pursuant to Rule 16a-1(a)(2), for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the reporting person maintains no pecuniary interest in, and hereby disclaims beneficial ownership of, the Transferred Options. Exercise of the Transferred Options and delivery of the underlying shares are not reportable transactions for the reporting person pursuant to Section 16.

- (5) These options vest and become exercisable as follows: on the third anniversary date of the grant, 60% of such options will vest and become exercisable; and on each of the fourth and fifth anniversary dates of the grant, 20% of such options will vest and become exercisable. The date of grant is 10 years prior to the stated expiration date.

- (6) All options currently vested and exercisable.

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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