

AFFILIATED COMPUTER SERVICES INC
 Form 4
 March 28, 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)
 03/24/2006

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

DALLAS, TX 75204
 (City) (State) (Zip)

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

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) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock \$0.01 par value | 03/24/2006 | | M | A | \$ 15.7187 6,600 | D | |
| Class A Common Stock \$0.01 par value | 03/24/2006 | | S | D | \$ 61.3905 0 | D | |
| Class A Common Stock | | | | | 183 | I | ESP Plan |

Stock
\$0.01 par
value

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 (Right to Buy) | \$ 44.1 | | | | | (3) 08/11/2013 | | Class A Common | 25,000 (4) |
| Employee Stock Option (Right to Buy) | \$ 35.75 | | | | | (3) 07/23/2012 | | Class A Common | 25,000 (4) |
| Employee Stock Option | \$ 29.525 | | | | | (5) 03/21/2011 | | Class A Common | 25,000 (4) |

(Right to Buy)

Employee Stock

| | | | | | | | | |
|--------|------------|--|--|--|------------|------------|----------------|-------------------|
| Option | \$ 16.4375 | | | | <u>(6)</u> | 07/11/2010 | Class A Common | 15,000 <u>(4)</u> |
|--------|------------|--|--|--|------------|------------|----------------|-------------------|

Employee Stock

| | | | | | | | | |
|--------|-----------------------|------------|---|-------|------------|------------|----------------|-------------------|
| Option | \$ 15.7187 <u>(1)</u> | 03/24/2006 | M | 6,600 | <u>(6)</u> | 03/07/2010 | Class A Common | 44,000 <u>(7)</u> |
|--------|-----------------------|------------|---|-------|------------|------------|----------------|-------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DECKELMAN WILLIAM L JR 2828 N. HASKELL AVENUE DALLAS, TX 75204 | | | Executive Vice President | |

Signatures

William L. Deckelman, Jr. 03/28/2006

 **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 Exercise Price per share is \$15.71875.
- (2) This is the average sale price for all 6,600 shares sold pursuant to a Sales Plan pursuant to Rule 10b5-1 dated as of February 1, 2006. Sale prices ranged from \$61.08 to \$61.97.
- (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.
- 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.
- (4) 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.
- (5) All options currently vested and exercisable.
- (6)

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- Grant of Employee Stock Option (Right to Buy) on March 7, 2000 for 100,000 shares of ACS Class A Common Stock, \$0.01 par value, at an Exercise Price of \$15.71875 per share all currently exercisable and expiring on March 7, 2010. The reporting person transferred the
- (7) economic interest in 50% of the options that were originally the subject of this option grant; see Note 4 above. 12,600 shares have been exercised and 37,400 remain to be exercised. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person as of February 1, 2006.

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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