

DECKELMAN WILLIAM L JR
Form 4
January 03, 2007

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)
12/28/2006

____ 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 | | | | (A) or (D) | 37 | I | 401k Plan |
| Class A Common Stock \$0.01 par value | | | | (A) or (D) | 183 | I | ESP Plan |

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

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 52.99 | | | | | (1) 09/13/2015 | Class A Common | 50,000 |
| Employee Stock Option (Right to Buy) | \$ 51.9 | | | | | (1) 07/30/2014 | Class A Common | 50,000 |
| Employee Stock Option (Right to Buy) | \$ 44.1 | | | | | (1) 08/11/2013 | Class A Common | 25,000 |
| Employee Stock Option (Right to Buy) | \$ 37.57 | 12/28/2006 | | A | 15,000 | (1) 07/23/2012 | Class A Common | 15,000 |
| Employee Stock Option (Right to Buy) | \$ 35.75 | 12/28/2006 | | D | 15,000 | (1) 07/23/2012 | Class A Common | 15,000 |
| Employee Stock Option (Right to Buy) | \$ 34.67 | 12/28/2006 | | A | 10,000 | (3) 03/21/2011 | Class A Common | 10,000 |
| Employee Stock | \$ 29.525 | 12/28/2006 | | D | 10,000 | (3) 03/21/2011 | Class A Common | 10,000 |

Option
(Right to
Buy)

Employee
Stock

Option
(Right to
Buy)

\$ 23.47 12/28/2006

A 3,000

(3) 07/11/2010

Class A
Common 3,000

Employee
Stock

Option
(Right to
Buy)

\$ 16.4375 12/28/2006

D 3,000

(3) 07/11/2010

Class A
Common 3,000

Employee
Stock

Option
(Right to
Buy)

\$ 18.06 12/28/2006

A 10,000

(3) 03/07/2010

Class A
Common 10,000

Employee
Stock

Option
(Right to
Buy)

\$ 15.7187
(9) 12/28/2006

D 10,000

(3) 03/07/2010

Class A
Common 10,000

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. 12/28/2006

**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).

- These options vest and become exercisable as follows: on each anniversary date of the grant, commencing with the first such anniversary
- (1) 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.
 - (2) 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

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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.

- (3) All options currently vested and exercisable.

As a result of an internal investigation of the Issuer's stock option grant practices, it was determined the accounting measurement date for certain stock option grants were incorrect. A part of this stock option grant has been repriced to reflect the fair market value of each share on the correct measurement date.

- (5) The Reporting Person received a Grant of Employee Stock Option (Right to Buy) on July 23, 2002 for 25,000 shares of ACS Class A Common Stock \$0.01 par value at an Exercise Price of \$35.75 per share. The Exercise Price for 10,000 shares will remain at \$35.75 per share, which was the Exercise Price on the date of grant. The Exercise Price for 15,000 shares has been repriced at \$37.57 per share. See also footnote 2 above.

- (6) The Reporting Person received a Grant of Employee Stock Option (Right to Buy) on March 21, 2001 for 25,000 shares of ACS Class A Common Stock \$0.01 par value at an Exercise Price of \$29.525 per share. The Exercise Price for 15,000 shares will remain at \$29.525 per share, which was the Exercise Price on the date of grant. The Exercise Price for 10,000 shares has been repriced at \$34.67 per share. See also footnote 2 above.

- (7) The Reporting Person received a Grant of Employee Stock Option (Right to Buy) on July 11, 2000 for 15,000 shares of ACS Class A Common Stock \$0.01 par value at an Exercise Price of \$16.4375 per share. The Exercise Price for 12,000 shares will remain at \$16.4375 per share, which was the Exercise Price on the date of grant. The Exercise Price for 3,000 shares has been repriced at \$23.47 per share. See also footnote 2 above.

- (8) The Reporting Person received a Grant of Employee Stock Option (Right to Buy) on March 7, 2000 for 50,000 shares of ACS Class A Common Stock \$0.01 par value at an Exercise Price of \$15.71875 per share. Reporting Person has exercised options to purchase 12,600 shares. The Exercise Price for 27,400 shares will remain at \$15.71875 per share, which was the Exercise Price on the date of grant. The Exercise Price for 10,000 shares has been repriced at \$18.06 per share. See also footnote 2 above.

- (9) The Exercise Price per share is \$15.71875.

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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