

AFFILIATED COMPUTER SERVICES INC
 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 *
BROPHY JOHN M

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)
 1800 M STREET, N.W., SUITE 800
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/28/2006

____ Director
 ____ Officer (give title below) Other (specify below)
 Former EVP

WASHINGTON, DC 20036

(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) Price | 272 | I | 401k Plan |
| Class A Common Stock \$0.01 par value | | | | (A) or (D) Price | 1,923 | I | ESP Plan |

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

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SEC 1474 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 51.9 | | | | | (1) 07/30/2014 | Class A Common 2 |
| Employee Stock Option (Right to Buy) | \$ 44.1 | | | | | (2) 08/11/2013 | Class A Common 10 |
| Employee Stock Option (Right to Buy) | \$ 37.57 | 12/28/2006 | | A | 75,000 | (2) 07/23/2012 | Class A Common 7 |
| Employee Stock Option (Right to Buy) | \$ 35.75 | 12/28/2006 | | D | 75,000 | (2) 07/23/2012 | Class A Common 7 |
| Employee Stock Option (Right to Buy) | \$ 44.87 | 12/28/2006 | | A | 80,000 | 09/26/2006 09/26/2011 | Class A Common 8 |
| Employee Stock Option (Right to Buy) | \$ 38.66 | 12/28/2006 | | D | 80,000 | 09/26/2006 09/26/2011 | Class A Common 8 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------|
| | Director | 10% Owner | Officer | Other |
| BROPHY JOHN M 1800 M STREET, N.W., SUITE 800 WASHINGTON, DC 20036 | | | | Former EVP |

Signatures

John M. Brophy 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).

(1) 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.

(2) 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.

(3) 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. All or a part of this stock option grant has been repriced to reflect the fair market value of each share on the correct measurement date.

(4) The Reporting Person received a Grant of Employee Stock Option (Right to Buy) on July 23, 2002 for 75,000 shares of ACS Class A Common Stock \$0.01 par value at an Exercise Price of \$35.75 per share. The Exercise Price for the 75,000 shares has been repriced at \$37.57 per share.

(5) The Reporting Person received a Grant of Employee Stock Option (Right to Buy) on September 26, 2001 for 200,000 shares of ACS Class A Common Stock \$0.01 par value at an Exercise Price of \$38.66 per share. The Exercise Price for 120,000 shares will remain at \$38.66 per share, which was the Exercise Price on the date of grant. The Exercise Price for 80,000 shares has been repriced at \$44.87 per share.

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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