

CACI INTERNATIONAL INC /DE/
Form 4
October 14, 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 *
BAYER MICHAEL J

2. Issuer Name and Ticker or Trading Symbol
CACI INTERNATIONAL INC /DE/
[CAI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1100 N. GLEBE ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/21/2002

Director 10% Owner
 Officer (give title below) Other (specify below)

ARLINGTON, VA 22201

(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 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) | Code | V | Amount | (D) | Price |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. De |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|-------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|-------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | |
|-------------------------------------|------------------------------|---------------------------|------------|--|-----|-----|------------------|-----------------|-------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| CACI Common (Restricted Stock Unit) | \$ 38.68 | 11/21/2002 ⁽¹⁾ | A | | 75 | | 11/20/2005 | 11/20/2009 | CACI Common | 75 |
| CACI Common (Restricted Stock Unit) | \$ 31.13 | 03/13/2003 ⁽¹⁾ | A | | 93 | | 03/12/2006 | 03/12/2010 | CACI Common | 93 |
| CACI Common (Restricted Stock Unit) | \$ 39.68 | 08/13/2003 ⁽¹⁾ | A | | 79 | | 08/12/2006 | 08/12/2010 | CACI Common | 79 |
| CACI Common (Restricted Stock Unit) | \$ 49.43 | 11/20/2003 ⁽¹⁾ | A | | 64 | | 11/19/2006 | 11/19/2010 | CACI Common | 64 |
| CACI Common (Restricted Stock Unit) | \$ 37.55 | 06/12/2004 ⁽¹⁾ | A | | 92 | | 06/16/2007 | 06/16/2011 | CACI Common | 92 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAYER MICHAEL J 1100 N. GLEBE ROAD ARLINGTON, VA 22201 | X | | | |

Signatures

Michael J. Bayer 10/14/2005

**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).

The Statements of Changes of Beneficial Ownership were not submitted when originally required due to a misunderstanding of the submission requirements. Previously, Statements of Changes in Beneficial Ownership covering restricted stock units granted under the

- (1) Registrant's Director Stock Purchase Plan were submitted upon the Registrant's purchase of underlying securities, instead of upon the date the derivative securities were granted. The transaction dates above represent those dates on which director fees earned by the reporting person were deferred in return for the respective grant of derivative securities.

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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