CACI INTERNATIONAL INC /DE/

Form 4 May 15, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

response...

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(Print or Type Responses)

PHILLIPS WARREN R Symbo			INTERNATIONAL INC /DE/				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 1100 N. GLE	` ,		•	ansaction			_X_ Director Officer (giv below)		6 Owner er (specify
ARLINGTO	(Street) N, VA 22201		ndment, Dat th/Day/Year)	_			6. Individual or Applicable Line) _X_ Form filed by Form filed by Person		erson
(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) o l of (D)	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)
CACI Common	05/13/2014		M	383	A	<u>(1)</u>	7,882	D	

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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	ionof Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amo Underlying Security (Instr. 3 and 4)		Securities	8. Pric Deriva Securi (Instr.	
			Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
CACI Common (Restricted Stock Unit)	\$ 71.84	05/13/2014	M	383	<u>(1)</u>	<u>(1)</u>	CACI Common	383	\$ 71

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
PHILLIPS WARREN R 1100 N. GLEBE ROAD ARLINGTON, VA 22201	X						

Signatures

Warren R. 05/15/2014 Phillips

**Signature of Date
Reporting Person

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) On November 14, 2013, Dr. Phillips was granted 1,532 Restricted Stock Units that convert into 1,532 shares of common stock on a one for one basis (383 2/12/14, 383 5/13/14, 383 8/12/14, and 383 11/9/14)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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