

MUTRYN THOMAS A  
Form 4  
August 24, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
MUTRYN THOMAS A

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

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)  
08/22/2011

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Exec VP & CFO

ARLINGTON, VA 22201

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

(City) (State) (Zip)

**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 Ownership (Instr. 4)	
				(A) or (D)	Price			
CACI Common Stock	08/22/2011		M	1,476	A	11	23,038	D
CACI Common Stock	08/22/2011		F	519	D	\$ 50.13	22,519	D

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)
CACI Common (Restricted Stock Units)	(1)	08/22/2011		M	1,476	08/22/2011 <sup>(1)</sup>	CACI Common 1,476
CACI Common (Restricted Stock Units)	\$ 42.61 <sup>(3)</sup>	08/22/2011		A	1,341	<sup>(2)</sup>	CACI Common 1,341

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUTRYN THOMAS A 1100 N. GLEBE ROAD ARLINGTON, VA 22201			Exec VP & CFO	

**Signatures**

Thomas A. Mutryn                      08/24/2011  
 \_\_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 8/22/08 Mr. Mutryn was granted Restricted stock units that convert into 1,476 shares of common stock on a 1 for 1 basis. These restricted stock units vested on 8/22/11.
- (2) Shares vest in 36 months
- (3) Net price to participant based on provisions of the Management Stock Purchase Plan. Under that Plan, the participant is entitled to a 15% discount (Market \$50.13 x 85% = \$42.61)

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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