

LITTMAN JOEL
Form 3
April 27, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
LITTMAN JOEL		(Month/Day/Year)	CPI INTERNATIONAL, INC. [CPII]	
(Last)	(First)	(Middle)	04/27/2006	
811 HANSEN WAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
PALO ALTO, CA 94303			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			CFO, TREASURER AND SECRETARY	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

EMPLOYEE STOCK OPTION (RIGHT TO BUY)	01/23/2004	07/02/2011	COMMON STOCK	12,257	\$ 0.74	D	Â
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	01/23/2004	03/10/2013	COMMON STOCK	81,721	\$ 0.2	D	Â
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	Â ⁽¹⁾	03/01/2014	COMMON STOCK	163,442	\$ 4.32	D	Â
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	09/29/2004	09/29/2014	COMMON STOCK	34,866	\$ 4.32	D	Â
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	09/29/2004	09/29/2014	COMMON STOCK	8,718	\$ 6.61	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LITTMAN JOEL 811 HANSEN WAY PALO ALTO, CA 94303	Â	Â	Â CFO, TREASURER AND SECRETARY	Â

Signatures

/S/JOEYANN CORY, ATTORNEY IN FACT 04/27/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
 114,410 of these options are currently exercisable: 16,345 became exercisable on March 1, 2005; 81,721 became exercisable on September 30, 2005; and 16,344 became exercisable on March 1, 2006. The remaining 49,032 options are subject to vesting as follows:
 (1) 16,344 are scheduled to vest on March 1, 2007; 16,344 are scheduled to vest on March 1, 2008; and 16,344 are scheduled to vest on March 1, 2009.

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Remarks:

REMARKSÂ Â Â Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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.