

Fuerst Randall C  
Form 4  
August 25, 2009

**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 \*  
Fuerst Randall C

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)  
08/21/2009

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
Chief Operating Officer

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
CACI Common	08/21/2009		M	579 A \$ 6,173		D	
CACI Common Stock	08/22/2009		F	187 D \$ 46.77	5,986	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 Securities (Instr. 3 and 4)			
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
CACI Common (Restricted Shares)	<u>(1)</u>	08/21/2009		M	579	08/21/2009 <u>(1)</u>	<u>(1)</u>	CACI Common Stock	579	
CACI Common (Restricted Stock Units)	\$ <u>39.46</u> <sup>(3)</sup>	08/21/2009		A	2,033	08/21/2012 <u>(2)</u>	<u>(2)</u>	CACI Common	2,033	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fuerst Randall C 1100 N. GLEBE ROAD ARLINGTON, VA 22201			Chief Operating Officer	

## Signatures

Randall C. Fuerst	08/25/2009
<u>        </u> **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) On August 22, 2006 Mr. Fuerst was granted restricted shares that convert into 579 shares of common stock on a 1 for 1 basis upon vesting 36 months after grant. These restricted shares vested on August 22, 2009.
- (2) Shares vest in 36 months, 8/21/2012.
- (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 \$46.42 x 85% = \$39.46)

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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