

CACI INTERNATIONAL INC /DE/
Form 4
August 27, 2010

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 *
COFONI PAUL M

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)
08/25/2010

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or (D) Price | | |
| CACI Common Stock | 08/25/2010 | | M | | 10,635 A <u>(1)</u> | 26,253 | D |
| CACI Common Stock | 08/25/2010 | | F | | 4,488 D \$ 41.85 | 21,765 | D |
| CACI Common Stock | 08/25/2010 | | M | | 16,335 A <u>(2)</u> | 38,100 | D |
| CACI Common | 08/25/2010 | | F | | 6,894 D \$ 41.85 | 31,206 | D |

Stock

CACI
Common
Stock
(401K
Plan)

08/25/2010⁽³⁾

A V 677

A (3)

2,966

I

CACI
401(K)
Plan

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.

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(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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| CACI Common (Restricted Shares) | <u>(1)</u> | 08/25/2010 | | M | 10,635 | 08/25/2010 ⁽¹⁾ | CACI Common | 10,635 |
| CACI Common (Restricted Stock Units) | <u>(2)</u> | 08/25/2010 | | M | 16,335 | 08/25/2010 ⁽²⁾ | CACI Common | 16,335 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COFONI PAUL M 1100 N. GLEBE ROAD ARLINGTON, VA 22201 | X | | President and CEO | |

Signatures

Paul M. Cofoni

08/27/2010

**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 18, 2008 Mr. Cofoni was granted Restricted Shares that convert into 10,635 shares of common stock on a 1 for 1 basis. These restricted shares vested on August 25, 2010
- (2) On August 18, 2009 Mr. Cofoni was granted Restricted Stock Units that convert into 16,335 shares of common stock on a 1 for 1 basis. These restricted shares vested on August 25, 2010
- (3) This information is based on statements through July 2010. Stock purchased at various dates and at various prices.

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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