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CACI INTERNATIONAL INC /DE/

Form 4

September 03, 2014

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

burden hours per 0.5

Estimated average

5. Relationship of Reporting Person(s) to

response...

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

MUTRYN THOMAS A		Symbol CACI INTERNATIONAL INC /DE/ [CACI]				C/DE/	Issuer (Check all applicable)			
(Last)	(Month/Da						Director 10% Owner X Officer (give title Other (specify below)			
1100 N. GLEBE ROAD			09/01/20	09/01/2014				Exec VP & CFO		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
ARLINGTON, VA 22201								Form filed by More than One Reporting Person		
(City)	City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution	emed on Date, if /Day/Year)	3. Transaction Code (Instr. 8)	(A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
CACI Common Stock	09/01/2014			M	Amount 21,145	(D)	Price (1)	68,996	D	
CACI Common Stock	09/01/2014			M	9,621	A	(2)	78,617	D	
CACI Common Stock	09/01/2014			F	14,067	D	\$ 72.1	64,550	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)

D

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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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)		3 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
CACI Common (Restricted Stock Units)	\$ 42.15 (1)	09/01/2014		M	21,145	<u>(1)</u>	<u>(1)</u>	CACI Common	21,145	
CACI Common (Restricted Stock Units)	\$ 52.09 (2)	09/01/2014		M	9,621	(2)	(2)	CACI Common	9,621	

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

**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)

Reporting Owners 2

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On 9/1/10 Mr. Mutryn was granted Restricted Stock Units that convert into 21,145 shares of common stock on a 1 for 1 basis. These restricted stock units vested on 9/1/14.

(2) On 9/1/11 Mr. Mutryn was granted Restricted Stock Units that convert into 9,621 shares of common stock on a 1 for 1 basis. These restricted stock units vested on 9/1/14.

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.