

COMPUTER ASSOCIATES INTERNATIONAL INC

Form DEFA14A

July 29, 2004

**SCHEDULE 14A INFORMATION**

**PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES  
EXCHANGE ACT OF 1934 (AMENDMENT NO.        )**

Filed by the Registrant  [X]

Filed by a Party other than the Registrant  [ ]

Check the appropriate box:

[ ] Preliminary Proxy Statement  [ ] Confidential, for Use of the Commission  
Only (as permitted by Rule 14a-6(e)(2))

[ ]  
Definitive Proxy  
Statement

[ ]  
Definitive Additional  
Materials

[X]  
Soliciting Material  
Pursuant to  
Section 240.14a-11(c)  
or Section 240.14a-2.

**COMPUTER ASSOCIATES INTERNATIONAL, INC.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] No fee required.

[ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-12.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3)

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11  
(Set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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Contacts:	Shannon Lapierre	Jeanne Glass
	Public Relations	Investor Relations
	(631) 342-3839	(631) 342-2131
	shannon.lapierre@ca.com	jeanne.glass@ca.com

**CA BOARD NOMINATES NEW DIRECTOR CANDIDATE**

**2004 Annual Meeting of Stockholders Scheduled for August 25**

ISLANDIA, N.Y., July 29, 2004 Computer Associates International, Inc. (NYSE: CA), the world's largest management software company, today announced that its Board of Directors has nominated Laura S. Unger as a new, independent director of the Company. Unger will fill the position being vacated by Alex Serge Vieux, a director since 2002 who will not be standing for re-election. The nomination was reported in the Company's Proxy Statement filed with the Securities and Exchange Commission (SEC) today.

Alex's expertise in business and the technology industry has been a true asset to the Board and the Company, said Chairman Lewis S. Ranieri. We thank Alex for his years of outstanding service. We are delighted that Laura has accepted the Board's nomination. Her financial and government experience will be a tremendous resource to the Board as CA continues to move forward.

Unger currently is a director of Ambac Financial Group, Inc., Borland Software Corporation and MBNA Corporation. She was a Commissioner of the SEC from 1997 to 2002, serving as acting chairperson from February 2001 to August 2001. After that, she was employed by CNBC as a regulatory expert. She continues to provide commentary for CNBC and other financial media and has a portfolio of speaking engagements and private consulting clients. Before being appointed to the SEC, Unger served as counsel to the United States Senate Committee on Banking, Housing and Urban Affairs from October 1990 to November 1997. Prior to working on Capitol Hill, Unger was an attorney with the Enforcement Division of the SEC. Unger was recommended for consideration as a candidate by an independent director of the Company.

Unger will stand for election along with eight current directors, who are elected for a one-year term, at the Company's Annual Meeting of Stockholders, which will be held on Wednesday, August 25, 2004 at 10 a.m., at the Wyndham Wind Watch Hotel in Hauppauge, N.Y. If elected, Unger will serve as one of seven independent directors on CA's nine-person Board of Directors.

**About CA**

Computer Associates International, Inc. (NYSE:CA), the world's largest management software company, delivers software and services across operations, security, storage, life cycle and service management to optimize the performance, reliability and efficiency of enterprise IT environments. Founded in 1976, CA is headquartered in Islandia, N.Y., and operates in more than 100 countries. For more information, please visit <http://ca.com>.

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This press release has been issued by Computer Associates International, Inc. ( CA ). CA is distributing its Proxy Statement for the 2004 Annual Meeting of Stockholders beginning on July 29, 2004. Stockholders are encouraged to read the Proxy Statement, which contains important information about CA. Investors may obtain copies of the Proxy Statement and CA s other SEC filings free of charge from the SEC s website, <http://www.sec.gov>.

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