

CACI INTERNATIONAL INC /DE/
Form 4

February 29, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(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)
02/27/2012

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

ARLINGTON, VA 22201

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
CACI Common	02/27/2012		M		40,000 (2)	A \$ 50.43 85,963	D
CACI Common	02/27/2012		D		33,542 (2)	D \$ 60.14 52,421	D
CACI Common	02/27/2012		M		5,220 (2)	A \$ 49.36 57,641	D
CACI Common	02/27/2012		D		4,285 (2)	D \$ 60.14 53,356	D
CACI Common	02/27/2012		M		13,620 (2)	A \$ 49.78 66,976	D

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CACI Common	02/27/2012	D	11,274 (2)	D	\$ 60.14	55,702	D	
CACI Common	02/27/2012	F	3,138 (2)	D	\$ 60.14	52,564	D	
CACI Common	02/28/2012	S	6,601 (2)	D	\$ 59.886	45,963	D	
CACI Common	02/27/2012 ⁽¹⁾	A	V 387	A	11	3,991.82	I	CACI 401(K) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 50.43	02/27/2012		M		40,000		06/03/2011	07/01/2014	CACI Common	40,000 (2)
Stock Appreciation Right	\$ 49.36	02/27/2012		M		5,220		08/17/2011	08/17/2015	CACI Common	5,220 (2)
Stock Appreciation Right	\$ 49.78	02/27/2012		M		13,620		09/18/2011	09/18/2015	CACI Common	13,620 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COFONI PAUL M 1100 N. GLEBE ROAD	X		President and CEO	

ARLINGTON, VA 22201

Signatures

Paul M. Cofoni

02/29/2012

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) This information is based on a statement dated 2/9/12. Stock purchased at various dates and at various stock prices.
- (2) In accordance with Mr. Cofoni's 10b5-1 Plan

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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