

CA, INC.  
Form 8-K  
August 27, 2007

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 8-K**  
**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(D) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**  
**August 21, 2007**  
**Date of Report: (Date of earliest event reported)**  
**CA, Inc.**  
(Exact Name of Registrant as Specified in Charter)

Delaware

1-9247

13-2857434

(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

One CA Plaza, Islandia, New York

11749

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (631) 342-6000

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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EX-10.2: Form of Award Agreement - Restricted Stock Units

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On August 22, 2007, at the Annual Meeting of Stockholders of CA, Inc. (the Company), stockholders approved the 2007 Incentive Plan (the 2007 Plan). The 2007 Plan was adopted by the Board of Directors on June 12, 2007, subject to the appropriate approval by a vote at the Company's 2007 Annual Meeting of Stockholders of the holders of at least a majority of the Company's shares, present in person or by proxy and entitled to vote at such meeting. The Plan is intended to enable the Company to achieve superior financial performance by providing incentives and rewards to certain employees and consultants who are in a position to contribute to the Company's success and long-term objectives. As more fully described in the Company's Definitive Proxy Statement filed July 13, 2007 (the Proxy Statement) (such description being incorporated herein by reference), the 2007 Plan is also intended to aid in the recruitment and retention of employees and to provide employees and consultants an opportunity to acquire or expand equity interests in the Company, thus aligning the interest of such employees and consultants with those of stockholders.

The foregoing description of the 2007 Plan does not purport to be complete and is qualified in its entirety by reference to such plan (including any schedules and exhibits hereto), a copy of which is filed as Exhibit 10.1 hereto and is incorporated by reference herein.

As previously reported, on November 22, 2004, the Compensation and Human Resource Committee (the Committee) of the Board of Directors of the Company granted restricted share units to Mr. Swainson under which he will be entitled to receive common shares upon any future termination of his employment. On August 21, 2007, the Committee approved a \$45,000 cash payment to Mr. Swainson in light of certain taxes that are payable by him in respect of this grant even though he will not receive any of the shares until a future date.

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**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

Exhibit 10.1 CA, Inc. 2007 Incentive Plan

Exhibit 10.2 Form of Award Agreement Restricted Stock Units

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CA, Inc.

Dated: August 27, 2007

By: /s/ Kenneth V. Handal  
Kenneth V. Handal  
Executive Vice President, Global Risk &  
Compliance, and Corporate Secretary