

COMPUTER ASSOCIATES INTERNATIONAL INC
 Form 424B3
 May 05, 2003

PROSPECTUS SUPPLEMENT NO. 5 to Prospectus Dated January 15, 2003
 of

COMPUTER ASSOCIATES INTERNATIONAL, INC.
Relating to
Resales by Selling Securityholders
of
5% Convertible Senior Notes and Shares
of Common Stock Issuable upon Conversion of the Senior Notes

This Prospectus Supplement supplements the Prospectus dated January 15, 2003 (the "Prospectus"). This Prospectus Supplement should be read in conjunction with the Prospectus, which is to be delivered by selling securityholders to prospective purchasers along with this Prospectus Supplement. The information in the following table supersedes in part and supplements the information in the relevant section in the Prospectus.

| Selling Holder | Aggregate Principal Amount of Notes Beneficially Owned and Offered | Shares of Common Stock Beneficially Owned | Shares of Common Stock Offered | Shares of Common Stock Beneficially Owned After Completion of the Offering |
|-------------------------------|---|--|---------------------------------------|---|
| Goldman Sachs and Company (1) | \$ 28,036,000 | 1,151,847 | 1,151,847 | 0 |

(1) Goldman Sachs and Company has advised that of the \$28,036,000 in aggregate principal amount of the Senior Notes it currently owns, \$12,773,000 in aggregate principal amount was previously not registered.

Prospectus Supplement dated May 5, 2003