

CACI INTERNATIONAL INC /DE/
Form 4/A
October 14, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WELCH LARRY D

2. Issuer Name and Ticker or Trading Symbol
CACI INTERNATIONAL INC /DE/
[CAI]

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)
06/12/2003

Director 10% Owner
 Officer (give title below) Other (specify below)

ARLINGTON, VA 22201

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
11/30/2003

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-------------------------------------|------------------------------|------------------|------------|---|------|---|-----|-----|------------------|-----------------|-------------|----------------------------|
| CACI Common (Restricted Stock Unit) | \$ 34.43 (4) | 06/12/2003(1) | A | 182 (2) | | | | | 06/11/2006 | 06/11/2010 | CACI Common | 182 |
| CACI Common (Restricted Stock Unit) | \$ 41.97 (4) | 03/18/2004(1) | A | 60 (2) | | | | | 03/17/2007 | 03/17/2011 | CACI Common | 60 |
| CACI Common (Restricted Stock Unit) | \$ 63.66 (5) | 08/17/2005 | A | 44 (3) | | | | | 08/16/2008 | 08/16/2012 | CACI Common | 44 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WELCH LARRY D 1100 N. GLEBE ROAD ARLINGTON, VA 22201 | X | | | |

Signatures

Larry D. Welch 10/14/2005

__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) Represents the date derivative securities were granted.
Amount represents the actual number of securities granted based on fees deferred by reporting person and price of underlying securities
- (2) on the date derivative securities were granted. Amount previously reported represented number of underlying securities purchased by Registrant to partially fulfill obligations under the derivative securities.
- (3) Based on actual price, the number of derivative securities granted is properly reported as \$44.
- (4) Represents the price of a share of CACI International Inc common stock at close of business on date that derivitave securities were granted. The price previously, and incorrectly, reported represented the price at which underlying securities were acquired by Registrant

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instead of the price on the date the derivative securities were granted.

Price was initially reported as the average of the closing price of a share of CACI stock as reported by the NYSE for the five business (5) days immediately preceding the date of the grant. The actual price, as now reported, represents the closing price of a share of CACI International Inc common stock the day immediately preceding the date of grant.

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.