

COMPUTER ASSOCIATES INTERNATIONAL INC
Form SC 13D
December 28, 2001

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

Under the Securities Exchange Act of 1934
(Amendment No. 8)

Computer Associates International, Inc.

(Name of Issuer)

Common Stock, par value \$.10 per share

(Title of Class of Securities)

204912109

(CUSIP Number)

Mr. Roger Rotach
Careal Holding AG
Utoquai 49,
8022 Zurich, Switzerland
411-269-53-53

Copy to:

Richard A. Miller, Esq.
Simpson Thacher & Bartlett
425 Lexington Avenue, New York, New York 10017
212-455-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 7, 2001

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

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Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Careal Holding AG

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Switzerland

7 SOLE VOTING POWER

NUMBER OF
SHARES 115,313,380

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

| | |
|-------------|--------------------------|
| 8 | SHARED VOTING POWER |
| 0 | |
| 9 | SOLE DISPOSITIVE POWER |
| 115,313,380 | |
| 10 | SHARED DISPOSITIVE POWER |
| 0 | |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

115,313,380

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

20.2%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Walter H. Haefner

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

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WC of Careal Holding AG

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Switzerland

7 SOLE VOTING POWER

NUMBER OF
SHARES 115,313,380

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

9 SOLE DISPOSITIVE POWER

REPORTING
PERSON 115,313,380

10 SHARED DISPOSITIVE POWER

WITH
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

115,313,380

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

20.2%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 8 to the Statement on Schedule 13D, filed on August 24, 1987, by Careal Holding AG, a Swiss corporation ("Careal"), and Mr. Walter H. Haefner, a national and resident of Switzerland, as amended on July 21, 1988, February 22, 1989, June 14, 1989, August 3, 1989, December 1, 1989, September 16, 1998 and November 14, 2001 (the "Statement"), further amends and supplements such Statement with respect to the Common Stock, par value \$.10 per share ("Common Stock"), of Computer Associates International, Inc., a Delaware corporation ("Computer Associates"), by amending and restating Item 5 of the Statement in its entirety. All items not described herein remain as previously reported in the Statement.

Item 5. Interest in Securities of the Issuer.

As of December 7, 2001, Careal is the owner of record of 115,313,380 shares of Common Stock representing approximately 20.02% of the Common Stock outstanding, based upon information as to the number of such shares outstanding at November 5, 2001 provided in Computer Associates' quarterly report on Form 10-Q for the quarter ended September 30, 2001. Mr. Haefner is the beneficial owner of such 115,313,380 shares of Common Stock and has sole voting and dispositive power with respect thereto.

Other than the 115,313,380 shares of Common Stock owned of record by Careal and beneficially owned by Mr. Haefner, to the best knowledge of Careal, none of its other directors or executive officers are the beneficial owners of, nor do any of them have a right to acquire, directly or indirectly, shares of Common Stock.

Except as set forth in Schedule 1 hereto, neither Careal nor Mr. Haefner has effected any transactions in shares of Common Stock since the filing of Amendment No. 7 on November 14, 2001.

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Signatures

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

CAREAL HOLDING AG

By: /s/ Walter H. Haefner

Name: Walter H. Haefner
Title: Chairman and President

WALTER H. HAEFNER

/s/ Walter H. Haefner

Dated: December 21, 2001

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Schedule 1

Sales effected since the filing of Amendment No. 7 on November 14, 2001, of Common Stock owned of record by Careal and beneficially owned by Mr. Haefner:

| Date | Number of Shares | Price Per Share | Nature of Transaction |
|----------|---------------------|--------------------|--------------------------|
| ---- | ----- | ----- | ----- |
| 11/22/01 | 200,000 | \$30.6047 | Open market sale |
| 11/28/01 | 300,000 | \$31.6238 | Open market sale |
| 11/29/01 | 300,000 | \$33.2454 | Open market sale |
| 11/30/01 | 588,500 | \$33.8400 | Open market sale |
| 12/3/01 | 831,020 | \$32.5484 | Open market sale |
| 12/4/01 | 1,250,000 | \$32.8018 | Open market sale |
| 12/5/01 | 1,250,000 | \$34.4291 | Open market sale |
| 12/6/01 | 600,000 | \$34.7838 | Open market sale |
| 12/7/01 | 600,000 | \$34.0967 | Open market sale |