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AFFILIATED COMPUTER SERVICES INC

Form 424B3

June 22, 2001

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Prospectus Supplement #1
(To Prospectus Dated May 29, 2001)

Filed pursuant to Rule 424(b)(3)
Registration No. 333-58038

AFFILIATED COMPUTER SERVICES, INC.

\$316,990,000

3.50% Convertible Subordinated Notes due February 15, 2006 and
3,649,094 Shares of Class A Common Stock, \$0.01 Par Value Per Share,
Issuable Upon Conversion of the Notes

This prospectus supplement relates to the resale by the holders of Affiliated Computer Services, Inc. 3.50% Convertible Subordinated Notes Due February 15, 2006 and 3,649,094 shares of Class A Common Stock, \$0.01 par value per share, issuable upon conversion of the notes.

This prospectus supplement should be read in conjunction with, and may not be delivered or utilized without, the prospectus dated May 29, 2001 relating to such notes and shares, including any amendments or supplements thereto. The terms of the notes are set forth in the prospectus.

The information in the table appearing under the heading "Selling Securityholders" in the prospectus is amended by (1) adding the information below with respect to persons not previously listed in the prospectus or in any amendments or supplements thereto, and (2) superceding the information with respect to persons previously listed in the prospectus or in any amendments or supplements thereto that are specified below:

NAME OF SELLING SECURITYHOLDER -----	PRINCIPAL AMOUNT OF NOTES BENEFICIALLY OWNED AND OFFERED HEREBY -----	NUMBER OF SHARES ----- BENEFICIALLY OWNED -----
NOT PREVIOUSLY LISTED -----		
Deutsche Banc Alex Brown Inc.....	\$ 5,520,000	63,544
Rhapsody Fund, LP.....	4,000,000	46,046
Investcorp - SAM Fund Ltd.....	3,100,000	35,686
IMF Convertible Fund.....	700,000	8,058
CitiSam Fund Ltd.....	3,000,000	34,535
Michigan Professional Insurance Exchange.....	110,000	1,266
National Fuel Gas Company Retirement Fund.....	150,000	1,726
KBC Financial Products USA.....	3,100,000	35,686
Mid America Life Insurance Company.....	100,000	1,151

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Middle Cities Risk Management Trust.....	200,000	2,302
Midwest Security Life.....	270,000	3,108
Mutual Protective Insurance Company.....	1,100,000	12,662
NCMIC.....	550,000	6,331
National Mutual Insurance Company.....	30,000	345
New Era Life Insurance Company.....	300,000	3,453
Oak Casualty Insurance Company.....	50,000	575
PHICO Insurance Company.....	600,000	6,907
Physicians Mutual Insurance Company.....	600,000	6,907
Pioneer Insurance Company.....	90,000	1,036
Republic Mutual Insurance Company.....	15,000	172

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NAME OF SELLING SECURITYHOLDER -----	PRINCIPAL AMOUNT OF NOTES BENEFICIALLY OWNED AND OFFERED HEREBY -----	NUMBER OF SHA ----- BENEFICIALLY OWNED -----
Standard Mutual Insurance Company.....	300,000	3,453
State National Insurance Company.....	110,000	1,266
Texas Builders Insurance Company.....	130,000	1,496
Texas Hospital Insurance Exchange.....	30,000	345
Transguard Insurance Company of America Inc.....	1,000,000	11,511
United National Insurance Company.....	800,000	9,209
VESTA-INEX Insurance Exchange IASA.....	500,000	5,755
Western Home Insurance Company.....	200,000	2,302
West Virginia Fire Insurance Company.....	10,000	115
Westward Life Insurance Company.....	180,000	2,072
Wisconsin Lawyers Mutual Insurance Company.....	200,000	2,302
Wisconsin Mutual Insurance Company.....	150,000	1,726
World Insurance Company.....	120,000	1,381
Credit Suisse First Boston Corporation.....	9,440,000	108,670
American Country Insurance Company.....	600,000	6,907
American Founders Life Insurance Company.....	260,000	2,993
American Pioneer Life Insurance Company of New York.....	70,000	805
American Progressive Life and Health Insurance Company of New York.....	70,000	805
American Public Entity Excess Pool.....	80,000	920
Baltimore Life Insurance.....	300,000	3,453
BCS Life Insurance Company.....	650,000	7,482
Buckeye State Mutual Insurance Company.....	20,000	230
Catholic Mutual Relief Society of America.....	500,000	5,755
Catholic Mutual Relief Society of America Retirement Plan and Trust.....	280,000	3,223
Catholic Relief Insurance Company of America.....	600,000	6,907
Celina Mutual Insurance Company.....	20,000	230
Central States Health and Life Company of Omaha.....	300,000	3,453
Century-National Insurance Company.....	900,000	10,360
Chicago Mutual Insurance Company.....	60,000	690
Chrysler Insurance Company.....	2,250,000	25,901
Cumberland Mutual Fire Insurance Company.....	210,000	2,417

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Colonial Life Insurance Company of Texas.....	25,000	287
Colonial Lloyds Insurance Company.....	10,000	115
Commonwealth Dealers -- CDLIC.....	200,000	2,302
Concord Life Insurance Company.....	190,000	2,187
CSA Fraternal Life Insurance Company.....	130,000	1,496
Cumberland Insurance Company.....	60,000	690
Dakota Truck Underwriters.....	25,000	287
Educators Mutual Life Insurance Company.....	150,000	1,726
Farmers Home Mutual Insurance Company.....	450,000	5,180
Federated Rural Electric Insurance Exchange.....	270,000	3,108
First Dakota Indemnity Company.....	5,000	57
First Mercury Insurance Company.....	50,000	575
Founders Insurance Company.....	40,000	460
Goodville Mutual Casualty Company.....	50,000	575
Grain Dealers Mutual Insurance.....	160,000	1,841
Guarantee Trust Life Insurance Company.....	1,100,000	12,662
Guaranty Income Life Insurance Company.....	400,000	4,604
Hannover Life Reassurance Company of America.....	500,000	5,755

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NAME OF SELLING SECURITYHOLDER -----	PRINCIPAL AMOUNT OF NOTES BENEFICIALLY OWNED AND OFFERED HEREBY -----	NUMBER OF SHARES ----- BENEFICIALLY OWNED -----
Holy Family Society.....	100,000	1,151
ISBA Mutual Insurance Company.....	230,000	2,647
Integrity Mutual Insurance Company.....	320,000	3,683
Kanawha Life Insurance Company.....	250,000	2,877
Landmark Life Insurance Company.....	60,000	690
Lebanon Mutual Insurance Company.....	90,000	1,036
Loyal Christian Benefit Association.....	80,000	920
Marquette Indemnity and Life Insurance Company.....	70,000	805
Medico Life Insurance Company.....	900,000	10,360
Medmarc Insurance Company.....	500,000	5,755
PREVIOUSLY LISTED		

CIBC World Markets.....	3,000,000	34,535
Goldman Sachs and Company.....	3,339,000	38,437
HFR Master Fund, Ltd.....	400,000	4,604
Zurich Institutional Benchmarks Master Fund Ltd.....	1,250,000	14,389
SCI Endowment Care Common Trust Fund - National Fiduciary Services.....	230,000	2,647
Radian Guaranty Inc.....	1,850,000	21,296
Transamerica Life Insurance and Annuity Co.	12,000,000	138,140

The date of this prospectus supplement is June 22, 2001

