

CACI INTERNATIONAL INC /DE/
Form 4
July 05, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Fairl William M

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)
07/02/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, U.S. Operations

ARLINGTON, VA 22201
(City) (State) (Zip)

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

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)	Code V Amount (D) Price		

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

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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 Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
CACI Common (Restricted Shares)	\$ 48.83	07/02/2007	A	4,920					<u>(1)</u>	<u>(1)</u>	CACI Common
CACI Common (Stock Settled Appreciation Rights)	\$ 48.83	07/02/2007	A	25,000					07/01/2012 ⁽²⁾⁽³⁾	07/12/2014	CACI Common
CACI Common (Stock Settled Appreciation Rights)	\$ 48.83	07/02/2007	A	30,300					07/01/2012 ⁽⁴⁾	07/01/2014	CACI Common

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fairl William M 1100 N. GLEBE ROAD ARLINGTON, VA 22201			President, U.S. Operations	

Signatures

William M. Fairl
07/05/2007

 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) Shares vest in three years, 7/1/10.
- (2) Accelerated vesting based on stock price targets: \$60 - 3,333 shares, \$70 - 4,167 shares, \$80 - 5,000 shares, \$90 - 5,833 shares, \$100 - 6,667 shares. No shares will vest within the first year.
- (3) To the extent shares have not vested per note (2) above, shares vest 100% on 7/1/2012 (cliff vesting)

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(4) 3,030 shares exercisable 7/1/09, 6,060 exercisable 7/1/10, 9,090 exercisable 7/1/11, 12,120 exercisable 7/1/12

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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