

CACI INTERNATIONAL INC /DE/
Form 4
February 29, 2012

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 *
COFONI PAUL M

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

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)
02/27/2012

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

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)
			Code	V	Amount or Price		
CACI Common	02/27/2012		M		40,000 (2)	A	\$ 50.43 85,963 D
CACI Common	02/27/2012		D		33,542 (2)	D	\$ 60.14 52,421 D
CACI Common	02/27/2012		M		5,220 (2)	A	\$ 49.36 57,641 D
CACI Common	02/27/2012		D		4,285 (2)	D	\$ 60.14 53,356 D
CACI Common	02/27/2012		M		13,620 (2)	A	\$ 49.78 66,976 D

CACI Common	02/27/2012	D	11,274 (2)	D	\$ 60.14	55,702	D	
CACI Common	02/27/2012	F	3,138 (2)	D	\$ 60.14	52,564	D	
CACI Common	02/28/2012	S	6,601 (2)	D	\$ 59.886	45,963	D	
CACI Common	02/27/2012 ⁽¹⁾	A V	387	A	Ⓛ	3,991.82	I	CACI 401(K) Plan

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.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 50.43	02/27/2012		M	40,000	06/03/2011 07/01/2014	CACI Common	40,000 (2)	
Stock Appreciation Right	\$ 49.36	02/27/2012		M	5,220	08/17/2011 08/17/2015	CACI Common	5,220 (2)	
Stock Appreciation Right	\$ 49.78	02/27/2012		M	13,620	09/18/2011 09/18/2015	CACI Common	13,620 (2)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COFONI PAUL M 1100 N. GLEBE ROAD	X		President and CEO	

ARLINGTON, VA 22201

Signatures

Paul M. Cofoni

02/29/2012

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) This information is based on a statement dated 2/9/12. Stock purchased at various dates and at various stock prices.
 - (2) In accordance with Mr. Cofoni's 10b5-1 Plan

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.