

CACI INTERNATIONAL INC /DE/
Form 4
December 20, 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)
12/18/2012

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

ARLINGTON, VA 22201

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| CACI Common | 12/18/2012 | | M | | 260,000 A \$ 50.43 | 260,000 | D |
| CACI Common | 12/18/2012 | | D | | 232,479 D \$ 56.4 | 27,521 | D |
| CACI Common | 12/18/2012 | | M | | 2,175 A \$ 49.36 | 29,696 | D |
| CACI Common | 12/18/2012 | | D | | 1,904 D \$ 56.4 | 27,792 | D |
| CACI Common | 12/18/2012 | | M | | 1,514 A \$ 49.78 | 29,306 | D |

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| | | | | | | | |
|-------------|------------|---|----------------------|---|-----------|--------|---|
| CACI Common | 12/18/2012 | D | 1,337 | D | \$ 56.4 | 27,969 | D |
| CACI Common | 12/18/2012 | F | 11,804 | D | \$ 56.4 | 16,165 | D |
| CACI Common | 12/19/2012 | M | 20,000 | A | \$ 54.39 | 36,165 | D |
| CACI Common | 12/19/2012 | S | 20,000 | D | \$ 56.719 | 16,165 | D |
| CACI Common | 12/20/2012 | S | <u>16,165</u> (2) | D | \$ 55.09 | 0 | D |

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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(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 (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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nur Sha |
| Stock Appreciation Right | \$ 50.43 | 12/18/2012 | | M | 260,000 | 06/19/2012 | 07/01/2014 | CACI Common | 26 |
| Stock Appreciation Right | \$ 49.36 | 12/18/2012 | | M | 2,175 | 08/17/2012 | 08/17/2015 | CACI Common | 2 |
| Stock Appreciation Right | \$ 49.78 | 12/18/2012 | | M | 1,514 | 09/18/2012 | 09/18/2015 | CACI Common | 1 |
| CACI Common (Right to Buy) | \$ 54.39 | 12/19/2012 | | M | 20,000 | <u>(1)</u> | 07/20/2013 | CACI Common | 20 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------|
| | Director | 10% Owner | Officer | Other |
| COFONI PAUL M 1100 N. GLEBE ROAD ARLINGTON, VA 22201 | | | | Former Director |

Signatures

Paul M. Cofoni 12/20/2012

__Signature of Date
Reporting Person

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) 2,000 exercisable 7/20/08, 4,000 7/20/09, 6,000 7/20/10, 8,000 7/20/11
- (2) 15,907 of these shares were pursuant to Mr. Cofoni's 10(b)5-1 Plan

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