

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

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 *
Fuerst Randall C

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)
Chief Operating Officer

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.

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.

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 (Stock Settled Appreciation Right) | \$ 48.83 | 07/02/2007 | | | A | | 25,000 | | 07/01/2012 ⁽¹⁾⁽²⁾ | 07/01/2014 | CACI Common |
| CACI Common (Stock Settled Appreciation Right) | \$ 48.83 | 07/02/2007 | | | A | | 23,500 | | 07/01/2012 ⁽³⁾ | 07/01/2014 | CACI Common |
| CACI Common (Restricted Shares) | \$ 48.83 | 07/02/2007 | | | A | | 3,810 | | <u>(4)</u> | <u>(4)</u> | CACI Common |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fuerst Randall C 1100 N. GLEBE ROAD ARLINGTON, VA 22201 | | | Chief Operating Officer | |

Signatures

Randall C. Fuerst 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) 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
- (2) To the extent shares have not vested per note (1), shares vest 100% on 7/01/2012 (cliff vesting).
- (3) 2,350 exercisable 7/1/09, 4,700 exercisable 7/1/10, 7,050 exercisable 7/1/11, 9,400 exercisable 7/1/12

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(4) Shares vest in three years, 7/1/10

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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