

COMPUTER ASSOCIATES INTERNATIONAL INC

Form 4

April 13, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CRON KENNETH

(Last) (First) (Middle)

C/O COMPUTER ASSOC.
INTERNATIONAL, INC., ONE
COMPUTER ASSOCIATES
PLAZA

(Street)

ISLANDIA, NY 11749

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
COMPUTER ASSOCIATES
INTERNATIONAL INC [CA]

3. Date of Earliest Transaction
(Month/Day/Year)
04/11/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 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)
Common Stock, \$0.10 par value	04/11/2005		A	18,263	A <u>11</u>	52,727	D
Common Stock, \$0.10 par value	04/11/2005		F	6,329 <u>(2)</u>	D \$ 27.23	46,398	D

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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 (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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right To Buy)	\$ 27.23	04/11/2005		A		55,530		<u>(3)</u>	04/11/2015	Common Stock, \$0.10 par value	55,530
Employee Stock Option (Right to Buy)	\$ 32.8	04/11/2005		A		18,263		<u>(3)</u>	04/11/2015	Common Stock, \$0.10 par value	18,263

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CRON KENNETH C/O COMPUTER ASSOC. INTERNATIONAL, INC. ONE COMPUTER ASSOCIATES PLAZA ISLANDIA, NY 11749	X

Signatures

Joshua DeRienzis, by power of attorney 04/13/2005

__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) The shares represent restricted stock that fully vests on April 11, 2005.

(2) This transaction represents shares withheld for payment of taxes.

(3) The option is immediately exercisable as of April 11, 2005. The option is exercisable for a period of five years from the date of the reporting person's termination of employment with the Company.

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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