

CA, INC.
Form 4
May 17, 2016

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ELSTER ADAM

(Last) (First) (Middle)

520 MADISON AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CA, INC. [CA]

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2016

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)
EVP & GRP EXEC, WW SALES & SER

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.10 par value	05/15/2016		A	16,492 (1)	A \$ 0 92,644	D	
Common Stock, \$.10 par value	05/15/2016		A	41,295 (2)	A \$ 0 133,939	D	
Common Stock, \$.10 par value	05/15/2016		F	21,297 D	\$ 31.53 112,642	D	
Common Stock, \$.10					3,718.588	I	401(k) Plan (3)

par value

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 Number Shares
Employee Stock Option (right to buy)	\$ 31.53	05/15/2016		A		115,445		<u>(4)</u>	05/15/2026	Common Stock, \$.10 par value	115,44

Reporting Owners

Reporting Owner Name / Address

Relationships

ELSTER ADAM
520 MADISON AVENUE
NEW YORK, NY 10022

Director 10% Owner Officer

Other

EVP & GRP EXEC, WW SALES & SER

Signatures

/s/ Adam Elster by Lawrence M. Egan, Jr. as
attorney-in-fact

05/17/2016

__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) Represents restricted stock which, subject to earlier forfeiture, vests over three years as follows: 34% on May 15, 2017, 33% on May 15, 2018 and 33% on May 15, 2019.
- (2) Represents shares granted in connection with the achievement of performance targets over a three-year performance period ended March 31, 2016.
- (3) Shares held in the CA Savings Harvest Plan, a 401(k) Plan. Information presented as of May 16, 2016.

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(4) The option becomes exercisable over three years as follows: 34% on May 15, 2017, 33% on May 15, 2018 and 33% on May 15, 2019.

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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