

CA, INC.  
Form 4  
May 17, 2017

**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  
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response... 0.5

(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)  
**05/15/2017**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Pres., Global Field Operations

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	05/15/2017		A	17,671 (1)	A \$ 0 91,238	D	
Common Stock, \$.10 par value	05/15/2017		A	62,731 (2)	A \$ 0 153,969	D	
Common Stock, \$.10 par value	05/15/2017		F	35,244 D	\$ 31.69 118,725	D	
Common Stock, \$.10					4,197.989	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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(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)	\$ 31.69	05/15/2017		A		116,629		<u>(4)</u>	05/15/2027	Common Stock, \$.10 par value	116,62

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ELSTER ADAM 520 MADISON AVENUE NEW YORK, NY 10022	Pres., Global Field Operations

## Signatures

/s/ Adam Elster by Kristen W. Prohl as  
attorney-in-fact

05/17/2017

\_\_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, 2018, 33% on May 15, 2019 and 33% on May 15, 2020.
- (2) Represents shares granted in connection with the achievement of performance targets over a three-year performance period ended March 31, 2017.
- (3) Shares held in the CA Savings Harvest Plan, a 401(k) Plan. Information presented as of May 12, 2017.

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- (4) The option becomes exercisable over three years as follows: 34% on May 15, 2018, 33% on May 15, 2019 and 33% on May 15, 2020.

### Remarks:

#### Exhibit List Exhibit 24 - Power of Attorney

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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