Edgar Filing: COMPUTER ASSOCIATES INTERNATIONAL INC - Form 4

COMPUTER ASSOCIATES INTERNATIONAL INC

Form 4 January 04, 2006

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 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

2. Issuer Name and Ticker or Trading

COMPUTER ASSOCIATES

3. Date of Earliest Transaction

INTERNATIONAL INC [CA]

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person *

LORSCH JAY W

(Last)

(City)

1. Title of

Security

(Instr. 3)

PLAZA

(First)

(Middle)

ONE COMPUTER ASSOCIATES

(Street)

4. If Amendment, Date Original

Symbol

Filed(Month/Day/Year)

(Month/Day/Year)

12/30/2005

ISLANDIA, NY 11749

(State) (Zip)

2. Transaction Date 2A. Deemed

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

3. 4. Securities

(Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8)

(Instr. 3, 4 and 5)

(A) or

Code V Amount (D) Price

OMB APPROVAL

OMB Number:

3235-0287

2005

January 31, Expires:

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X_ Director 10% Owner

Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Ownership Owned (Instr. 4) (Instr. 4) Following

Reported Transaction(s)

(Instr. 3 and 4)

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displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if TransactionDerivative Derivative Conversion

5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

(9-02)

1

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acqui (A) or Disposed (D) (Instr. 3, 4, and 5	of	(Month/Day/Year)		(Instr. 3 and	4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Deferred Stock Units (1)	<u>(2)</u>	12/30/2005		A	1,640.6527		<u>(1)</u>	<u>(1)</u>	Common Stock, \$.10 par value	1,640.65

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 6	Director	10% Owner	Officer	Other		
LORSCH JAY W ONE COMPUTER ASSOCIATES PLAZA ISLANDIA, NY 11749	X					

Signatures

/s/ Lawrence Egan, by power of attorney 01/04/2006

**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) Issued under the 2003 Compensation Plan for Non-Employee Directors and to be settled by issuance of shares of Common Stock either in a lump sum or in installments following termination of service as a director.
- (2) Deferred Stock Units are convertible into Common Stock on a one-for-one basis.
- (3) Under the 2003 Compensation Plan for Non-Employee Directors, the director fees are paid quarterly in Deferred Stock Units except that a director may elect annually to receive up to 50% of the next Plan Year's fees in cash.
- (4) Includes Deferred Stock Units having similar terms issued under the Company's prior compensation plans for non-employee directors and also includes any accrued dividends on such Deferred Stock Units that are payable in additional Deferred Stock Units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2