

CACI INTERNATIONAL INC /DE/
Form 4
August 21, 2012

FORM 4

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

OMB APPROVAL

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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 *
COFONI PAUL M

2. Issuer Name and Ticker or Trading Symbol
CACI INTERNATIONAL INC /DE/
[CACI]

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)
08/17/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Advisor to Exec Chairman

ARLINGTON, VA 22201

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

(City) (State) (Zip)

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)	(A) or (D)	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)
			Code	V	Amount	Price		
CACI Common Stock	08/17/2012		M		10,635	A <u>11</u>	21,666	D
CACI Common Stock	08/17/2012		F		4,488	D \$ 52.16	17,178	D
CACI Common Stock	08/17/2012		M		16,335	A <u>21</u>	33,513	D
CACI Common	08/17/2012		F		6,894	D \$ 52.16	26,619	D

Stock

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

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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)	Amount or Number of Shares
CACI Common (Restricted Stock Units)	<u>(1)</u>	08/17/2012		M	10,635	08/17/2012 ⁽¹⁾	CACI Common	10,635
CACI Common (Restricted Stock Units)	<u>(2)</u>	08/17/2012		M	16,335	08/17/2012 ⁽²⁾	CACI Common	16,335

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COFONI PAUL M 1100 N. GLEBE ROAD ARLINGTON, VA 22201	X		Chief Advisor to Exec Chairman	

Signatures

Paul M. Cofoni 08/21/2012

**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) On August 18, 2008 Mr. Cofoni was granted Restricted Stock Units that convert into 10,635 shares of common stock on a 1 for 1 basis. These restricted shares vested on August 18, 2012
- (2) On August 18, 2009 Mr. Cofoni was granted Restricted Stock Units that convert into 16,335 shares of common stock on a 1 for 1 basis. These restricted stock units vested on August 18, 2012

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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