COMPUTER ASSOCIATES INTERNATIONAL INC
Form 424B3
March 04, 2003

PROSPECTUS SUPPLEMENT NO. 3 TO PROSPECTUS DATED JANUARY 15, 2003
OF

COMPUTER ASSOCIATES INTERNATIONAL, INC.
RELATING TO
RESALES BY SELLING SECURITYHOLDERS
OF
5% CONVERTIBLE SENIOR NOTES
AND SHARES OF COMMON STOCK ISSUABLE UPON CONVERSION OF THE SENIOR NOTES

This Prospectus Supplement supplements the Prospectus dated January 15, 2003 (the "Prospectus"). This Prospectus Supplement should be read in conjunction with the Prospectus, which is to be delivered by selling securityholders to prospective purchasers along with this Prospectus Supplement. The information in the following table supersedes in part and supplements the information in the relevant section in the Prospectus.

SELLING HOLDER	AGGREGATE PRINCIPAL AMOUNT OF NOTES BENEFICIALLY OWNED AND OFFERED	SHARES OF COMMON STOCK BENEFICIALLY OWNED	SHARES OF COMMON STOCK OFFERED	STOC AFT OF
Bank Austria Cayman Islands, LTD (1).....	3,900,000	160,229	160,229	
D. E. Shaw Investment Group, L.P. (2).....	2,700,000	110,928	110,928	
D. E. Shaw Valence Portfolio, L.P. (2).....	10,800,000	443,713	443,713	
Guggenheim Portfolio Co. XV, LLC (1).....	755,000	31,018	31,018	
Ramius Capital Group (1).....	200,000	8,216	8,216	
Ramius, LP (1).....	103,000	4,231	4,231	
RCG Baldwin, LP (1).....	167,000	6,861	6,861	
RCG Halifax Master Fund, LTD (1)....	625,000	25,677	25,677	
RCG Latitude Master Fund, LTD (1)...	2,250,000	92,440	92,440	
RCG Multi Strategy, LP (1).....	3,200,000	131,470	131,470	
RCG Multi Strategy Master Fund, LTD (1).....	400,000	16,433	16,433	
Xavex Convertible Arbitrage #5 (1).....	300,000	12,325	12,325	

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(1) Alex Adair exercises voting and investment control over any shares of Common Stock issuable upon conversion of the Notes owned by this selling holder.

(2) Julius Gaudio, Eric Wepsic and Anne Dinning, on behalf of D. E. Shaw & Co. L.P., exercise voting and investment control over any shares of Common Stock issuable upon conversion of the Notes owned by this selling holder.

Prospectus Supplement dated March 4, 2003