

HUERTA MICHAEL P
Form 4
August 27, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HUERTA MICHAEL P

2. Issuer Name and Ticker or Trading Symbol
AFFILIATED COMPUTER SERVICES INC [ACS]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
1800 M STREET NW, SUITE 800
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/25/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

WASHINGTON, DC 20036

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) | 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 | (D) | Price | |
| Class A Common Stock \$0.01 par value | 08/25/2008 | | M | | 18,000 | A | \$ 38.66 18,000 | D |
| Class A Common Stock \$0.01 par value | 08/25/2008 | | S | | 1,100 | D | \$ 51.35 16,900 | D |
| Class A Common Stock | 08/25/2008 | | S | | 200 | D | \$ 51.35 16,700 | D |

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| | | | | | | | |
|------------------------------|------------|---|-------|---|--------------|--------|---|
| Stock \$0.01 par value | | | | | | | |
| Class A Common Stock | 08/25/2008 | S | 1,800 | D | \$ 51.36 | 14,900 | D |
| \$0.01 par value | | | | | | | |
| Class A Common Stock | 08/25/2008 | S | 200 | D | \$ 51.365 | 14,700 | D |
| \$0.01 par value | | | | | | | |
| Class A Common Stock | 08/25/2008 | S | 1,500 | D | \$ 51.37 | 13,200 | D |
| \$0.01 par value | | | | | | | |
| Class A Common Stock | 08/25/2008 | S | 1,300 | D | \$ 51.38 | 11,900 | D |
| \$0.01 par value | | | | | | | |
| Class A Common Stock | 08/25/2008 | S | 1,000 | D | \$ 51.385 | 10,900 | D |
| \$0.01 par value | | | | | | | |
| Class A Common Stock | 08/25/2008 | S | 2,100 | D | \$ 51.39 | 8,800 | D |
| \$0.01 par value | | | | | | | |
| Class A Common Stock | 08/25/2008 | S | 400 | D | \$ 51.395 | 8,400 | D |
| \$0.01 par value | | | | | | | |
| Class A Common Stock | 08/25/2008 | S | 8,096 | D | \$ 51.4 | 304 | D |
| \$0.01 par value | | | | | | | |
| Class A Common Stock | 08/25/2008 | S | 304 | D | \$ 51.405 | 0 | D |

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| | | | | | | | |
|----------------------|------------|---|--------|---|-----------|--------|---|
| \$0.01 par value | | | | | | | |
| Class A Common Stock | 08/25/2008 | M | 12,000 | A | \$ 44.87 | 12,000 | D |
| \$0.01 par value | | | | | | | |
| Class A Common Stock | 08/25/2008 | S | 2,896 | D | \$ 51.405 | 9,104 | D |
| \$0.01 par value | | | | | | | |
| Class A Common Stock | 08/25/2008 | S | 4,300 | D | \$ 51.41 | 4,804 | D |
| \$0.01 par value | | | | | | | |
| Class A Common Stock | 08/25/2008 | S | 300 | D | \$ 51.415 | 4,504 | D |
| \$0.01 par value | | | | | | | |
| Class A Common Stock | 08/25/2008 | S | 1,500 | D | \$ 51.42 | 3,004 | D |
| \$0.01 par value | | | | | | | |
| Class A Common Stock | 08/25/2008 | S | 900 | D | \$ 51.43 | 2,104 | D |
| \$0.01 par value | | | | | | | |
| Class A Common Stock | 08/25/2008 | S | 200 | D | \$ 51.435 | 1,904 | D |
| \$0.01 par value | | | | | | | |
| Class A Common Stock | 08/25/2008 | S | 900 | D | \$ 51.44 | 1,004 | D |
| \$0.01 par value | | | | | | | |
| Class A Common Stock | 08/25/2008 | S | 1,000 | D | \$ 51.45 | 4 | D |
| \$0.01 par | | | | | | | |

value

Class A
Common
Stock
\$0.01 par
value

08/25/2008

S 4 D \$ 51.455 0 D

Class A
Common
Stock
\$0.01 par
value

232 ⁽¹⁾ I 401kPlan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 53.76 | | | | | ⁽²⁾ 05/22/2018 | Class A Common 50,000 |
| Employee Stock Option (Right to Buy) | \$ 50.29 | | | | | ⁽²⁾ 08/15/2017 | Class A Common 105,000 |
| Employee Stock Option (Right to Buy) | \$ 49.62 | | | | | ⁽²⁾ 08/15/2016 | Class A Common 50,000 |
| Employee Stock | \$ 52.99 | | | | | ⁽²⁾ 09/13/2015 | Class A Common 20,000 |

| | | | | | | | | | |
|--|----------|------------|---|--------|--|-----|------------|-------------------|--------|
| Option (Right to Buy) | | | | | | | | | |
| Employee Stock Option (Right to Buy) | \$ 51.9 | | | | | (2) | 07/30/2014 | Class A Common | 10,000 |
| Employee Stock Option (Right to Buy) | \$ 44.1 | | | | | (3) | 07/21/2013 | Class A Common | 17,000 |
| Employee Stock Option (Right to Buy) | \$ 37.57 | | | | | (3) | 07/23/2012 | Class A Common | 10,000 |
| Employee Stock Option (Right to Buy) | \$ 44.87 | 08/25/2008 | M | 12,000 | | (3) | 09/26/2011 | Class A Common | 12,000 |
| Employee Stock Option (Right to Buy) | \$ 38.66 | 08/25/2008 | M | 18,000 | | (3) | 09/26/2011 | Class A Common | 18,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HUERTA MICHAEL P 1800 M STREET NW SUITE 800 WASHINGTON, DC 20036 | | | Executive Vice President | |

Signatures

/s/ James K. Markey, by Power of Attorney

08/27/2008

**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) The value of the units held in the 401k Plan as of June 30, 2008 was equivalent to 232 shares.

These options vest and become exercisable as follows: on each anniversary date of the grant, commencing with the first such anniversary date and continuing on each such anniversary thereafter through and including the fifth anniversary of the date of the grant, 20% of such options shall vest and become exercisable. The date of grant is 10 years prior to the stated expiration date.

(3) These options vest and become exercisable as follows: on the third anniversary date of the grant, 60% of such options will vest and become exercisable; and on each of the fourth and fifth anniversary dates of the grant, 20% of such options will vest and become exercisable. The date of grant is 10 years prior to the stated expiration date.

(4) As a result of an internal investigation of the Issuer's stock option grant practices, it was determined the accounting measurement date for certain stock option grants were incorrect. This stock option grant has been repriced to reflect the fair market value of each share on the correct measurement date. The Reporting Person received a Grant of Employee Stock Option (Right to Buy) on July 21, 2003 for 17,000 shares of ACS Class A Common Stock \$0.01 par value at an Exercise Price of \$43.00 per share. The Exercise Price for the 17,000 shares has been repriced at \$44.10 per share. This stock option grant is currently fully vested and exercisable.

(5) As a result of an internal investigation of the Issuer's stock option grant practices, it was determined the accounting measurement date for certain stock option grants were incorrect. This stock option grant has been repriced to reflect the fair market value of each share on the correct measurement date. The Reporting Person received a Grant of Employee Stock Option (Right to Buy) on July 23, 2002 for 10,000 shares of ACS Class A Common Stock \$0.01 par value at an Exercise Price of \$35.75 per share. The Exercise Price for the 10,000 shares has been repriced at \$37.57 per share. This stock option grant is currently fully vested and exercisable.

(6) Sale prices ranged from \$51.35 to \$51.405 per share as reported in Table I of this Form 4.

(7) As a result of an internal investigation of the Issuer's stock option grant practices, it was determined the accounting measurement date for certain stock option grants were incorrect. A part of this stock option grant has been repriced to reflect the fair market value of each share on the correct measurement date. The Reporting Person received a Grant of Employee Stock Option (Right to Buy) on September 26, 2001 for 30,000 shares of ACS Class A Common Stock \$0.01 par value at an Exercise Price of \$38.66 per share. The Exercise Price for 18,000 shares will remain at \$38.66 per share, which was the Exercise Price on the date of grant. The Exercise Price for 12,000 shares has been repriced at \$44.87 per share. This stock option grant has now been fully exercised.

(8) Sale prices ranged from \$51.405 to \$51.455 per share as reported in Table I of this Form 4.

Remarks:

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.

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.