**BEIGHLEY JOHN** 

Form 4

February 15, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

January 31, 2005

0.5

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(City)

per share

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person * BEIGHLEY JOHN			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			CPI INTERNATIONAL, INC. [CPII]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% OwnerX_ Officer (give title Other (specif		
811 HANSEN WAY			02/11/2011	below) below) VP AND ASST SECRETARY		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
PALO ALTO, O	CA 94303		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
······································	2117.303			Person		

(City)	(State)	Zip) Table	e I - Non-D	erivative Securities	Acquired, Disposed of	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if	3. Transaction	4. Securities Acquirent (A) or Disposed of (D)		6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
(msu. 3)		any (Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
				(A) or	Reported Transaction(s) (Instr. 3 and 4)		
Common			Code V	Amount (D) Pri	rice (msu: 5 und 1)		
Stock, par value \$0.01	02/11/2011		D <u>(1)</u>		0.5 0	D	

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

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transac Code (Instr. 8		5. Number Derivative Securities Acquired or Dispose (D) (Instr. 3, 4 and 5)	e (A) sed of	6. Date Exercis Expiration Dat (Month/Day/Y	te e	7. Title and Underlying 3 (Instr. 3 and	Securities
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Employee Stock Option (Right to Buy)	\$ 19.33	02/11/2011		D(2)		6,000		(2)	12/01/2020	Common Stock	6,000
Employee Stock Option (Right to Buy)	\$ 9.66	02/11/2011		D(3)		6,000		<u>(3)</u>	12/08/2019	Common Stock	6,000
Employee Stock Option (Right to Buy)	\$ 10	02/11/2011		D(4)		6,000		<u>(4)</u>	12/05/2018	Common Stock	6,000
Employee Stock Option (Right to Buy)	\$ 16.79	02/11/2011		D(5)		5,000		<u>(5)</u>	11/30/2017	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 14.22	02/11/2011		D(6)		7,000		12/08/2010	12/08/2016	Common Stock	7,000
Employee Stock Option (Right to Buy)	\$ 18	02/11/2011		D <u>(7)</u>		8,000		<u>(7)</u>	04/27/2016	Common Stock	8,000
Employee Stock Option (Right to	\$ 6.61	02/11/2011		D(8)		3,270		09/29/2008	09/29/2014	Common Stock	3,270

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Buy)								
Employee Stock Option (Right to Buy)	\$ 4.32	02/11/2011	D <u>(9)</u>	13,074	09/29/2008	09/29/2014	Common Stock	13,074
Employee Stock Option (Right to Buy)	\$ 4.32	02/11/2011	D <u>(10)</u>	49,032	03/01/2008	03/01/2014	Common Stock	49,032
Employee Stock Option (Right to Buy)	\$ 0.2	02/11/2011	D <u>(11)</u>	16,344	03/10/2007	03/10/2013	Common Stock	16,344

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

BEIGHLEY JOHN 811 HANSEN WAY PALO ALTO, CA 94303

VP AND ASST SECRETARY

### **Signatures**

/s/ Amanda Mogin, Attorney in Fact 02/15/2011

\*\*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) Disposed of pursuant to merger agreement between issuer and CPI International Acquisition, Inc. (formerly Catalyst Holdings, Inc.) in exchange for consideration consisting of cash and securities with a value of \$19.50 per CPI share.
- This option provided for vesting in four equal annual installments beginning on December 1, 2011. 25% of the option was cancelled in exchange for a cash payment equal to the excess of the amount payable for shares in the merger (\$19.50) over the exercise price, resulting in a net payment of \$0.17 per option. The remaining 75% of the option was cancelled for no consideration.
- This option provided for vesting in four equal annual installments beginning on December 8, 2010. The option was cancelled in exchange for a cash payment equal to the excess of the amount payable for shares in the merger (\$19.50) over the exercise price, resulting in a net payment of \$9.84 per option.
- This option provided for vesting in four equal annual installments beginning on December 5, 2009. The option was cancelled in exchange for a cash payment equal to the excess of the amount payable for shares in the merger (\$19.50) over the exercise price, resulting in a net payment of \$9.50 per option.
- This option provided for vesting in four equal annual installments beginning on November 30, 2008. The option was cancelled in exchange for a cash payment equal to the excess of the amount payable for shares in the merger (\$19.50) over the exercise price, resulting in a net payment of \$2.71 per option.

Reporting Owners 3

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- This option provided for vesting in four equal annual installments beginning on December 8, 2007. The option was cancelled in exchange for a cash payment equal to the excess of the amount payable for shares in the merger (\$19.50) over the exercise price, resulting in a net payment of \$5.28 per option.
- This option provided for vesting in four equal annual installments beginning on April 27, 2008. The option was cancelled in exchange for a cash payment equal to the excess of the amount payable for shares in the merger (\$19.50) over the exercise price, resulting in a net payment of \$1.50 per option.
- This option provided for vesting in four equal annual installments beginning on September 29, 2005. The option was cancelled in exchange for a cash payment equal to the excess of the amount payable for shares in the merger (\$19.50) over the exercise price, resulting in a net payment of \$12.89 per option.
- This option provided for vesting in four equal annual installments beginning on September 29, 2005. The option was cancelled in exchange for a cash payment equal to the excess of the amount payable for shares in the merger (\$19.50) over the exercise price, resulting in a net payment of \$15.18 per option.
- This option provided for vesting in four equal annual installments beginning on March 1, 2005. The option was cancelled in exchange (10) for a cash payment equal to the excess of the amount payable for shares in the merger (\$19.50) over the exercise price, resulting in a net payment of \$15.18 per option.
- This option provided for vesting in four equal annual installments beginning on March 10, 2004. The option was cancelled in exchange (11) for a cash payment equal to the excess of the amount payable for shares in the merger (\$19.50) over the exercise price, resulting in a net payment of \$19.30 per option.

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.