

CACI INTERNATIONAL INC /DE/
Form 4
October 14, 2005

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 *
MCNAMARA BARBARA A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

1100 N. GLEBE ROAD

(Street)

ARLINGTON, VA 22201

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
06/17/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

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

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 or Price (A) or (D) | | | | |
| CACI Common | 03/17/2004 ⁽¹⁾ | | A | | 23.67 | A | \$ 42.25 | 23.67 | D |
| CACI Common | 04/29/2004 ⁽¹⁾ | | A | | 27.04 | A | \$ 46.22 | 50.71 | D |
| CACI Common | 06/17/2004 ⁽¹⁾ | | A | | 33.29 | A | \$ 37.55 | 84 | D |
| CACI Common | 06/25/2004 ⁽¹⁾ | | A | | 32.68 | A | \$ 38.25 | 116.68 | D |
| CACI Common | 08/11/2004 ⁽¹⁾ | | A | | 31.61 | A | \$ 39.55 | 148.29 | D |

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| | | | | | | | |
|-------------|---------------------------|---|-------|---|----------|--------|---|
| CACI Common | 08/18/2004 ⁽¹⁾ | A | 30.55 | A | \$ 40.92 | 178.84 | D |
| CACI Common | 11/10/2004 ⁽¹⁾ | A | 19.95 | A | \$ 62.67 | 198.79 | D |
| CACI Common | 11/30/2004 ⁽¹⁾ | A | 20.12 | A | \$ 62.13 | 218.91 | D |
| CACI Common | 03/01/2005 ⁽¹⁾ | A | 22.98 | A | \$ 54.4 | 241.89 | D |
| CACI Common | 03/09/2005 ⁽¹⁾ | A | 22.6 | A | \$ 55.32 | 264.49 | D |
| CACI Common | 03/16/2005 ⁽¹⁾ | A | 22.69 | A | \$ 55.1 | 287.18 | D |

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) | 8. De | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| CACI Common (Restricted Stock Unit) | \$ 37.55 | 06/17/2004 ⁽²⁾ | | A | 92 | 06/16/2007 | 06/16/2011 | CACI Common | 92 |
| CACI Common (Restricted Stock Unit) | \$ 40.92 | 08/18/2004 ⁽²⁾ | | A | 85 | 08/17/2007 | 08/17/2011 | CACI Common | 85 |
| CACI Common | \$ 64.36 | 12/01/2004 ⁽²⁾ | | A | 54 | 11/30/2007 | 11/30/2011 | CACI Common | 54 |

(Restricted
Stock Unit)

CACI
Common
(Restricted
Stock Unit)

\$ 55.19

03/17/2005⁽²⁾

A

70

03/16/2008

03/16/2012

CACI
Common

70

\$

CACI
Common
(Restricted
Stock Unit)

\$ 62.42

06/16/2005⁽²⁾

A

62

06/15/2008

06/15/2012

CACI
Common

62

\$

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCNAMARA BARBARA A 1100 N. GLEBE ROAD ARLINGTON, VA 22201 | X | | | |

Signatures

Barbara A.
McNamara

10/14/2005

 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 Statements of Changes of Beneficial Ownership were not submitted when originally required due to a misunderstanding of the submission requirements. Previously, Statements of Changes in Beneficial Ownership were submitted upon the Registrant's purchase of underlying securities, instead of upon the date they were earned. The transaction dates above represent those dates on which director fees were earned by the reporting person.

(2) The Statements of Changes of Beneficial Ownership were not submitted when originally required due to a misunderstanding of the submission requirements. Previously, Statements of Changes in Beneficial Ownership covering restricted stock units granted under the Registrant's Director Stock Purchase Plan were submitted upon the Registrant's purchase of underlying securities, instead of upon the date the derivative securities were granted. The transaction dates above represent those dates on which director fees earned by the reporting person were deferred in return for the respective grant of derivative securities.

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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