

Gupta Yogesh K
Form 4
November 08, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Gupta Yogesh K

2. Issuer Name and Ticker or Trading Symbol
COMPUTER ASSOCIATES INTERNATIONAL INC [CA]

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

(Last) (First) (Middle)
ONE COMPUTER ASSOCIATES PLAZA
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/04/2005

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
SVP & CTO

ISLANDIA, NY 11749

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock, \$.10 par value | 11/04/2005 | | M | 13,199 | A \$ 13.83 | 47,230.1562 | D |
| Common Stock, \$.10 par value | 11/04/2005 | | S | 9,599 | D \$ 29.07 | 37,631.1562 | D |
| Common Stock, \$.10 par value | 11/04/2005 | | S | 3,600 | D \$ 29.08 | 34,031.1562 | D |
| Common | | | | | | 2,974.217 | I 401(k) |

Stock, \$.10
par value

Plan ⁽¹⁾

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.

SEC 1474
(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) | \$ 13.83 | 11/04/2005 | | M | 12,358 | ⁽²⁾ 03/28/2013 | Common Stock, \$.10 par value 12,358 |
| Employee Stock Option (right to buy) | \$ 13.83 | 11/04/2005 | | M | 841 | ⁽²⁾ 03/28/2013 | Common Stock, \$.10 par value 841 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Gupta Yogesh K
ONE COMPUTER ASSOCIATES PLAZA
ISLANDIA, NY 11749

SVP & CTO

Signatures

/s/ Lawrence Egan, by power of attorney

11/08/2005

**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) Shares held in the Computer Associates Savings Harvest Plan, a 401(k) Plan. Information presented as of November 4, 2005.
- (2) The options became exercisable over a three year period as follows: 34% on March 28, 2004; 33% on March 28, 2005 and the remaining 33% on March 28, 2006.

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.