CA, INC. Form 4 October 02, 2014

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

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person * FERNANDES GARY J

(First) (Middle) (Last)

520 MADISON AVENUE

(Street)

Filed(Month/Day/Year)

3. Date of Earliest Transaction

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Issuer

below)

Applicable Line)

Officer (give title

X_ Director

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Ownership

5. Relationship of Reporting Person(s) to

(Check all applicable)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10022 (City) (State)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

(A)

or

4. Securities

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following Reported

Form: Direct (Instr. 4) Transaction(s)

Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

7. Nature of

10% Owner Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Instr. 3 and 4)

6. Date Exercisable and

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

Symbol

CA, INC. [CA]

(Month/Day/Year)

09/30/2014

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(Instr. 8)

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4 TransactionDerivative Code

Expiration Date Securities Acquired (Month/Day/Year) (A) or Disposed of

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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	Derivative Security		(D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Deferred Stock Units (1)	(2)	09/30/2014	A		3,042.2334		<u>(1)</u>	<u>(1)</u>	Common Stock, \$0.10 par value	3,042.23

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FERNANDES GARY J
520 MADISON AVENUE X
NEW YORK, NY 10022

Signatures

/s/ Gary J. Fernandes by Robert C. Yang as attorney-in-fact

10/02/2014

**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) Issued under the 2012 Compensation Plan for Non-Employee Directors and to be settled by issuance of shares of Common Stock either in a lump sum or in installments following termination of service as a director.
- (2) Deferred Stock Units are convertible into Common Stock on a one-for-one basis.
- (3) Under the 2012 Compensation Plan for Non-Employee Directors, the director fees are paid quarterly in Deferred Stock Units except that a director may elect annually to receive up to 50% of the next Plan Year's fees in cash.
- (4) Includes Deferred Stock Units having similar terms issued under the Company's prior compensation plans for non-employee directors and also includes any accrued dividends on such Deferred Stock Units that are payable in additional Deferred Stock Units.

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.

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