

AFFILIATED COMPUTER SERVICES INC  
Form SC 13G  
September 26, 2005

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

**SCHEDULE 13G**

**(Rule 13d-102)**

**Information Statement Pursuant to Rules 13d-1 and 13d-2**

**Under the Securities Exchange Act of 1934**

**(Amendment No. )\***

Affiliated Computer Services, Inc.  
(Name of Issuer)

Class A Common Stock  
(Title of Class of Securities)

008190100  
(CUSIP Number)

September 19, 2005  
Date of Event Which Requires Filing of the Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2. **Citadel Limited Partnership**  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)    
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
**Illinois limited partnership**

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER <b>0</b>
	6. SHARED VOTING POWER <b>5,982,882 shares</b>
	7. SOLE DISPOSITIVE POWER <b>0</b>
	8. SHARED DISPOSITIVE POWER

**See Row 6 above.**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**See Row 6 above.**

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**Approximately 5.0% as of the date of this filing**

12. TYPE OF REPORTING PERSON  
**PN; HC**

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2. **Citadel Investment Group, L.L.C.**  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)    
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

<b>Delaware limited liability company</b>	
NUMBER OF	5. SOLE VOTING POWER
SHARES	<b>0</b>
BENEFICIALLY	6. SHARED VOTING POWER
OWNED BY	<b>5,982,882 shares</b>
EACH	
REPORTING	7. SOLE DISPOSITIVE POWER
PERSON	<b>0</b>
WITH	8. SHARED DISPOSITIVE POWER

**See Row 6 above.**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**See Row 6 above.**

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**Approximately 5.0% as of the date of this filing**

12. TYPE OF REPORTING PERSON  
**OO; HC**

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

**Kenneth Griffin**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)    
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

**U.S. Citizen**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

5. SOLE VOTING POWER  
**0**

6. SHARED VOTING POWER  
**5,982,882 shares**

7. SOLE DISPOSITIVE POWER  
**0**

8. SHARED DISPOSITIVE POWER

**See Row 6 above.**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**See Row 6 above.**

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**Approximately 5.0% as of the date of this filing**

12. TYPE OF REPORTING PERSON

**IN; HC**

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2. **Citadel Wellington LLC**  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)    
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware limited liability company**

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER
	<b>0</b>
	6. SHARED VOTING POWER
	<b>5,982,882 shares</b>
	7. SOLE DISPOSITIVE POWER
	<b>0</b>
	8. SHARED DISPOSITIVE POWER

**See Row 6 above.**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**See Row 6 above.**

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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**Approximately 5.0% as of the date of this filing**

12. TYPE OF REPORTING PERSON  
**OO; HC**

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2. **Citadel Kensington Global Strategies Fund Ltd.**  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)    
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
**Bermuda company**

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER <b>0</b>
	6. SHARED VOTING POWER <b>5,982,882 shares</b>
	7. SOLE DISPOSITIVE POWER <b>0</b>
	8. SHARED DISPOSITIVE POWER

**See Row 6 above.**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**See Row 6 above.**

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CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**Approximately 5.0% as of the date of this filing**

12. TYPE OF REPORTING PERSON  
**CO; HC**

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2. **Citadel Equity Fund Ltd.**  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)    
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
**Cayman Islands company**

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER <b>0</b>
	6. SHARED VOTING POWER <b>5,982,882 shares</b>
	7. SOLE DISPOSITIVE POWER <b>0</b>
	8. SHARED DISPOSITIVE POWER

**See Row 6 above.**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**See Row 6 above.**

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CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**Approximately 5.0% as of the date of this filing**

12. TYPE OF REPORTING PERSON  
**CO**



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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2. **Citadel Derivatives Group LLC**  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)    
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware limited liability company**

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER <b>0</b>
	6. SHARED VOTING POWER <b>5,982,882 shares</b>
	7. SOLE DISPOSITIVE POWER <b>0</b>
	8. SHARED DISPOSITIVE POWER

**See Row 6 above.**

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CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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**Approximately 5.0% as of the date of this filing**

12. TYPE OF REPORTING PERSON  
**OO; BD**

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

**Citadel Credit Products Ltd.**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

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