

HUGHES JEFFREY
Form 4
May 01, 2006

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

OMB APPROVAL

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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 *
HUGHES JEFFREY

2. Issuer Name and Ticker or Trading Symbol
CPI INTERNATIONAL, INC.
[CPII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
65 EAST 55TH STREET, 28TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/27/2006

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

NEW YORK, NY 10022

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | Shares owned by certain funds ⁽¹⁾ ₍₂₎ | | |
| Common Stock, \$0.01 per share | 04/27/2006 | | S | | 4,109,435 | D | \$ 16.74 | 8,868,738 | I | |
| Common Stock, \$0.01 per share | 04/27/2006 | | A ⁽³⁾⁽⁴⁾ | | 1,111 | A | \$ 0 | 1,111 | D | |

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- (3) Represents restricted stock grant to directors pursuant to issuer's 2006 Equity and Performance Incentive Plan.
- (4) These shares vest on the day before the first annual stockholders meeting after the date of grant.

Remarks:

REMARKS EX. 24 POWER OF ATTORNEY

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.