

CACI INTERNATIONAL INC /DE/
Form 4
August 22, 2011

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 *
COFONI PAUL M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1100 N. GLEBE ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/18/2011

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

ARLINGTON, VA 22201
(City) (State) (Zip)

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)	(A) or (D)	5. Amount or Price	6. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership (Instr. 4)
CACI Common Stock	08/18/2011		M	10,635	A	44,602	D	Direct Ownership
CACI Common Stock	08/18/2011		F	4,488	D	\$ 48.81	D	Indirect Ownership
CACI Common Stock	08/18/2011		M	16,335	A	56,449	D	Direct Ownership
CACI Common	08/18/2011		F	6,894	D	\$ 48.81	D	Indirect Ownership

Stock

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

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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)

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)	Amount or Number of Shares
CACI Common (Restricted Stock Units)	<u>(1)</u>	08/18/2011		M	10,635	08/18/2011 ⁽¹⁾	CACI Common	10,635
CACI Common (Restricted Stock Units)	<u>(2)</u>	08/18/2011		M	16,335	08/18/2011 ⁽²⁾	CACI Common	16,335

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COFONI PAUL M 1100 N. GLEBE ROAD ARLINGTON, VA 22201	X		President and CEO	

Signatures

Paul M. Cofoni 08/22/2011

__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) On August 18, 2008 Mr. Cofoni was granted Restricted Stock Units that convert into 10,635 shares of common stock on a 1 for 1 basis. These restricted shares vested on August 18, 2011
- (2) On August 18, 2009 Mr. Cofoni was granted Restricted Stock Units that convert into 16,335 shares of common stock on a 1 for 1 basis. These restricted stock units vested on August 18, 2011

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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