

COMPUTER ASSOCIATES INTERNATIONAL INC

Form 4

April 13, 2005

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

OMB APPROVAL

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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 SECURITIESFiled 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 *
QUINN GARY

(Last) (First) (Middle)

C/O COMPUTER ASSOC.
INTERNATIONAL, INC., ONE
COMPUTER ASSOCIATES
PLAZA

(Street)

ISLANDIA, NY 11749

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COMPUTER ASSOCIATES
INTERNATIONAL INC [CA]3. Date of Earliest Transaction
(Month/Day/Year)
04/11/20054. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Executive Vice President

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)	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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.10 par value	04/11/2005		A	31,194	A <u>(1)</u> 98,271	D	
Common Stock, \$0.10 par value					4,671.276	I	401(k) Plan <u>(2)</u>

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

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(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)	\$ 27.23	04/11/2005		A		31,194		<u>(3)</u>	04/11/2015	Common Stock, \$0.10 par value	31,194
Employee Stock Option (Right to Buy)	\$ 32.8	04/11/2005		A		31,194		<u>(3)</u>	04/11/2015	Common Stock, \$0.10 par value	31,194

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

QUINN GARY
C/O COMPUTER ASSOC. INTERNATIONAL, INC.
ONE COMPUTER ASSOCIATES PLAZA
ISLANDIA, NY 11749

Executive Vice President

Signatures

Joshua DeRienzi, by power of
attorney

04/13/2005

__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) The shares represent restricted stock that vests over a three year period as follows: 33 1/3% on April 11, 2006, 33 1/3% on April 11, 2007 and 33 1/3% on April 11, 2008.
- (2) Shares held in the Computer Associates Savings Harvest Plan, a 401(k) Plan. Information presented as of April 11, 2005.
- (3) The option becomes exercisable over a three year period as follows: 33 1/3% on April 11, 2006, 33 1/3% on April 11, 2007 and 33 1/3% on April 11, 2008.

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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