

Radesca Anthony J.
Form 4
November 05, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Radesca Anthony J.

2. Issuer Name and Ticker or Trading Symbol
CA, INC. [CA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
520 MADISON AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/05/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Chief Accounting Officer

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock, \$.10 par value	11/05/2018		D	5,050	D <u>(1)</u> 0	D	
Common Stock, \$.10 par value	11/05/2018		D	941	D <u>(2)</u> 0	D	
Common Stock, \$.10 par value	11/05/2018		D	1,000	D <u>(3)</u> 0	D	
Common Stock, \$.10	11/05/2018		D	832	D <u>(4)</u> 0	D	

par value

Common Stock, \$.10 11/05/2018 D 3,800 D (5) 0 D

Common Stock, \$.10 11/05/2018 D 939.029 D (1) 0 I See footnote (6)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Radesca Anthony J. 520 MADISON AVENUE NEW YORK, NY 10022			SVP, Chief Accounting Officer	

Signatures

/s/ Anthony J. Radesca by Kristen W. Prohl as Attorney-in-Fact 11/05/2018

__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).

Disposed of pursuant to that certain Agreement and Plan of Merger between the Issuer, Broadcom Inc. ("Broadcom") and Collie

- (1) Acquisition Corp., dated as of July 11, 2018 (the "Merger Agreement"), in exchange for a cash payment of \$44.50 per share without interest thereon (the "Merger Consideration").

This restricted stock award ("RSA"), originally for 2,854 shares, of which 1,913 shares have vested, provided for vesting over three years as follows: 34% on May 15, 2017, 33% on May 15, 2018 and 33% on May 15, 2019. Pursuant to a letter agreement between the Issuer,

- (2) Broadcom and the Reporting Person (the "Letter Agreement"), immediately prior to the effective time of the transactions contemplated by the Merger Agreement (the "Merger"), all unvested Issuer RSAs held by the Reporting Person were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such RSA, less applicable tax withholdings.

This RSA, originally for 3,026 shares, of which 2,026 shares have vested, provided for vesting over three years as follows: 34% on May 15, 2017, 33% on May 15, 2018 and 33% on May 15, 2019. Pursuant to the Letter Agreement, immediately prior to the effective time of

- (3) the Merger, all unvested Issuer RSAs held by the Reporting Person were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such RSA, less applicable tax withholdings.

This RSA, originally for 1,262 shares, of which 430 shares have vested, provided for vesting over three years as follows: 34% on May 15, 2018, 33% on May 15, 2019 and 33% on May 15, 2020. Pursuant to the Letter Agreement, immediately prior to the effective time of the

- (4) Merger, all unvested Issuer RSAs held by the Reporting Person were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such RSA, less applicable tax withholdings.

This RSA, originally for 5,757 shares, of which 1,957 shares have vested, provided for vesting over three years as follows: 34% on May 15, 2018, 33% on May 15, 2019 and 33% on May 15, 2020. Pursuant to the Letter Agreement, immediately prior to the effective time of

- (5) the Merger, all unvested Issuer RSAs held by the Reporting Person were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such RSA, less applicable tax withholdings.

- (6) The shares are held in the CA Savings Harvest Plan, a 401(k) Plan.

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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