

CACI INTERNATIONAL INC /DE/

Form 4

September 03, 2014

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 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 *
LONDON J PHILLIP

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)

ARLINGTON, VA 22201

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
09/01/2014

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

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) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|-------|
| | | | | Code | V | Amount | (A) or (D) | Price |
| CACI Common Stock | 09/01/2014 | | M | 13,840 | A | 11 | 96,873 | D |
| CACI Common Stock | 09/01/2014 | | M | 6,821 | A | 12 | 103,694 | D |
| CACI Common Stock | 09/01/2014 | | F | 8,346 | D | \$ 72.1 | 95,348 | D |

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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| CACI Common Stock (Restricted Stock Units) | \$ 42.15 <u>(1)</u> | 09/01/2014 | | M | 13,840 | <u>(1)</u> <u>(1)</u> | CACI Common Stock | 13,840 |
| CACI Common Stock (Restricted Stock Units) | \$ 52.09 <u>(2)</u> | 09/01/2014 | | M | 6,821 | <u>(2)</u> <u>(2)</u> | CACI Common Stock | 6,821 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LONDON J PHILLIP 1100 N. GLEBE ROAD ARLINGTON, VA 22201 | X | | | |

Signatures

J. Phillip
London 09/03/2014

 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 9/1/10, Dr. London was granted restricted stock units that convert into 13,840 shares of common stock on a 1 for 1 basis upon vesting 36 months after grant. These restricted stock units vested on 9/1/14.
- (2) On 9/1/11, Dr. London was granted restricted stock units that convert into 6,821 shares of common stock on a 1 for 1 basis upon vesting 36 months after grant. These restricted stock units vested on 9/1/14.

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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