FICKETT ROBERT

Form 4

December 11, 2006

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

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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

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person *

FICKETT ROBERT

2. Issuer Name and Ticker or Trading

Symbol

CPI INTERNATIONAL, INC.

[CPII]

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) (Middle)

(Street)

(State)

(Month/Day/Year)

3. Date of Earliest Transaction

(Month/Day/Year) 12/07/2006

Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

below) below) COO AND PRESIDENT

811 HANSEN WAY

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

PALO ALTO, CA 94303

(City)

Security

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

Following Reported

Transaction(s) (Instr. 3 and 4)

Owned

Code V Amount (D) Price

(Instr. 3, 4 and 5)

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Securitie Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3) Price of Derivative Security

(Month/Day/Year) (Instr. 8) Acquired (A)

or Disposed of (D)

(Instr. 3, 4, and 5)

(A)

Code V

(D) Date Expiration Exercisable Date

Title

EMPLOYEE STOCK

OPTION (RIGHT TO

BUY)

\$ 14.22 12/07/2006 A 30,000 (1) 12/07/2016 **STOCK**

Am

or Nur of S

30

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

FICKETT ROBERT 811 HANSEN WAY PALO ALTO, CA 94303

COO AND PRESIDENT

Signatures

/S/ROBERT J. KEMP, ATTORNEY IN

FACT 12/11/2006

> **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) 25% vests on each of the first four anniversaries of the date of grant.

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.

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