### Edgar Filing: TAFLER ANDY - Form 4

TAPLED ANDY

9, 2008									PROVAL	
UNITED	STATES					E CO	OMMISSION	OMB Number:	3235-0287	
o 16. or Filed pu	rsuant to S (a) of the I	T OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES t to Section 16(a) of the Securities Exchange Act of 1934, the Public Utility Holding Company Act of 1935 or Section						Expires:January 31Expires:2005Estimated averageburden hours perresponse0.5		
Responses)										
1. Name and Address of Reporting Person <u>*</u> TAFLER ANDY			8				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Me			(Month/Day/Year)				Director 10% Owner X Officer (give title Other (specify below) Vice President			
			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(State)	(Zip)	Tab	le I - Non-Deriv	ative Secu	rities			or Beneficial	lv Owned	
Security (Month/Day/Year) Executi (Instr. 3) any		ied Date, if				or ))	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
12/05/2008			Code V A <u>(1)(2)(3)</u>				Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4) D		
	9, 2008 <b>A 4</b> UNITED ais box ger o 16. or Filed put Section 17( Address of Reporting NDY (First) ( EN WAY (Street) CO, CA 94303 (State) 2. Transaction Date (Month/Day/Year)	9, 2008 <b>A 4</b> UNITED STATES is box ger o STATEMENT O 16. or Filed pursuant to S Section 17(a) of the 3 30(h) Responses) Address of Reporting Person * NDY (First) (Middle) EN WAY (Street) CO, CA 94303 (State) (Zip) 2. Transaction Date 2A. Deem (Month/Day/Year) Execution any (Month/D	9, 2008 <b>A 4</b> UNITED STATES SECUL Wa is box ger o STATEMENT OF CHAN 16. or Filed pursuant to Section 17 Section 17(a) of the Public U 30(h) of the In Responses) Address of Reporting Person <sup>*</sup> (First) (Middle) 3. Date of (Month/I EN WAY 12/05/2 (Street) 4. If Ama Filed(Mon CO, CA 94303 (State) (Zip) Tab 2. Transaction Date 2A. Deemed (Month/Day/Year) (Month/Day/Year)	A 4 UNITED STATES SECURITIES AND Washington, D.4 Mashington, D.4 Securities STATEMENT OF CHANGES IN BEL Securities Tiled pursuant to Section 16(a) of the Securities Section 17(a) of the Public Utility Holding Section 17(a) of the Public Utility Holding (First) (Middle) 3. Issuer Name and Tic Symbol CPI INTERNATION [CPI] (First) (Middle) 3. Date of Earliest Transa (Month/Day/Year) EN WAY 12/05/2008 (Street) 4. If Amendment, Date O Filed(Month/Day/Year) Code any (Instr. 8) (Month/Day/Year) Execution Date, if Code any (Instr. 8) (Month/Day/Year)	9, 2008 <b>A</b> UNITED STATES SECURITIES AND EXCHAUS Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICL 507 Filed pursuant to Section 16(a) of the Securities Section 17(a) of the Public Utility Holding Compare 30(h) of the Investment Company A Responses) Address of Reporting Person <sup>1</sup> CPI INTERNATIONAL, INC [CPI] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) EN WAY (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) CO, CA 94303 (State) (Zip) Table I - Non-Derivative Securities (Month/Day/Year) (Instr. 8) Disposed (Month/Day/Year) (Instr. 8) Disposed (Month/Day/Year) (Instr. 8) Disposed (Month/Day/Year) (Instr. 8) Disposed (Month/Day/Year) (Instr. 8) Disposed	9, 2008 <b>14</b> UNITED STATES SECURITIES AND EXCHANG Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL O SECURITIES Tiled pursuant to Section 16(a) of the Securities Exch ms Section 17(a) of the Public Utility Holding Company Ad 30(h) of the Investment Company Act of Responses) Address of Reporting Person <sup>1</sup> 2. Issuer Name and Ticker or Trading NDY 2. Symbol CPI INTERNATIONAL, INC. [CPII] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) EN WAY 12/05/2008 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) CO, CA 94303 (State) (Zip) Table I - Non-Derivative Securities 2. Transaction Date 2A. Deemed 3. Transaction 4. Securities (Month/Day/Year) Execution Date, if Code Acquired (A) or any (Instr. 8) Disposed of (D (Month/Day/Year) (Instr. 3, 4 and (A) or Code V Amount (D)	9, 2008 <b>14</b> UNITED STATES SECURITIES AND EXCHANGE CO Washington, D.C. 20549 is box ger STATEMENT OF CHANGES IN BENEFICIAL OWN 16. SECURITIES r Filed pursuant to Section 16(a) of the Securities Exchange ms Section 17(a) of the Public Utility Holding Company Act of 1940 Responses) Address of Reporting Person 1 2. Issuer Name and Ticker or Trading Symbol CPI INTERNATIONAL, INC. [CPII] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) EN WAY (Street) 4. If Amendment, Date Original (State) (Zip) Table I - Non-Derivative Securities Acqui 2. Transaction Date 2.A. Deemed 3. Transaction 4. Securities (Month/Day/Year) (Instr. 3, 4 and 5) (And r) Code V Amount (D) Price	9, 2008 <b>14</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 is box ger STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 16. SECURITIES or Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, ms Section 17(a) of the Public Utility Holding Company Act of 1935 or Section uction 30(h) of the Investment Company Act of 1940 Responses) Address of Reporting Person <sup>1</sup> NDY Symbol CPI INTERNATIONAL, INC. [CPII] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) EN WAY (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) CA 94303 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, (Month/Day/Year) Code V Amount (D) Price (A) Code V Amount (D) Price	9, 2008       A       UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB A Mumber: Expression         is box ger 0.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1935 or Section 30(h) of the Investment Company Act of 1935 or Section 30(h) of the Investment Company Act of 1936       S. Relationship of Reporting Person: Section 17(a) of the Public Utility Holding Company Act of 1936         Response.       *       S. Section 17(a) of the Investment Company Act of 1936       S. Relationship of Reporting Person: CPI INTERNATIONAL, INC. (CPII]       S. Relationship of Reporting Person: Symbol       S. Relationship of Reporting Person: CPI INTERNATIONAL, INC. (CPII]       Director (Month/Day/Year)       Director Support       10% Source (rige tile bold) boody bood the body of the Original Filed(Month/Day/Year)         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       5. Amount of 5. Amount of 6. Ownership Core in the Curities Scurities Scurities Scurities Scurities Scurities Scurities Scurities Owner than One Re Prom filed by One Reporting Person: Care in the Curities Scurities Scurities Scurities Ownership Of Scurities Ownership Of Scurities Owner than One Re Prom filed by One Reporting Person: Care in the Curities Scurities Scurities Scurities Ownership Of Scurit	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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# 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code V	' (A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Employee Stock Option (Right to Buy)	\$ 10	12/05/2008		A <u>(4)(5)(6)</u>	12,000	(5)(6)	12/05/2018	Common Stock	12,0

## **Reporting Owners**

Reporting Owner Name / Addre	SS	Relationships						
	Director	10% Owner	Officer	Other				
TAFLER ANDY 811 HANSEN WAY PALO ALTO, CA 94303			Vice President					
Signatures								
/s/ Amanda Mogin	12/09/2008							

<u>\*\*</u>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) Represents restricted common stock units granted under the issuer's 2006 Equity and Performance Incentive Plan.
- Grant subject to time vesting and performance vesting. For time vesting, 25% vests on the third day following the issuance of issuer's press release reporting first quarter financial results in February of each of 2010, 2011, 2012 and 2013, but no later than the end of February in each year.

Performance vesting occurs upon the achievement of specified price thresholds by the issuer's common stock: 50% of the restricted common stock units granted are subject to a \$13.50 stock price threshold and 50% are subject to a \$16.00 stock price threshold. In order

- (3) for vesting to occur, the average closing share price of the issuer's common stock for 20 consecutive trading days must be at or above the applicable threshold amount at any time starting the 20th day following the date of grant and ending in February 2019. If the threshold is achieved, the corresponding performance vesting will occur on the third day after the issuance of the issuer's next press release publicly reporting quarterly or annual financial results.
- (4) Represents options to purchase common stock granted under the issuer's 2006 Equity and Performance Incentive Plan.

(5)

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Grant subject to time vesting and performance vesting. For time vesting, 25% vests on each of the first four anniversaries of the date of grant.

Performance vesting occurs upon the achievement of specified price thresholds by the issuer's common stock: 50% of the options granted are subject to a \$13.50 stock price threshold and 50% are subject to a \$16.00 stock price threshold. In order for vesting to occur, the

(6) average closing share price of the issuer's common stock for 20 consecutive trading days must be at or above the applicable threshold amount at any time starting the 20th day following the date of grant and ending on the 10th anniversary of the date of grant. If the threshold is achieved, the corresponding performance vesting will occur as soon as the threshold is achieved.

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.