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COMPUTER ASSOCIATES INTERNATIONAL INC

Form 424B3

March 04, 2003

PROSPECTUS SUPPLEMENT NO. 3 TO PROSPECTUS DATED JANUARY 15, 2003  
OF

COMPUTER ASSOCIATES INTERNATIONAL, INC.  
RELATING TO  
RESALES BY SELLING SECURITYHOLDERS  
OF  
5% CONVERTIBLE SENIOR NOTES  
AND SHARES OF COMMON STOCK ISSUABLE UPON CONVERSION OF THE SENIOR NOTES

This Prospectus Supplement supplements the Prospectus dated January 15, 2003 (the "Prospectus"). This Prospectus Supplement should be read in conjunction with the Prospectus, which is to be delivered by selling securityholders to prospective purchasers along with this Prospectus Supplement. The information in the following table supersedes in part and supplements the information in the relevant section in the Prospectus.

| SELLING HOLDER                                  | AGGREGATE PRINCIPAL<br>AMOUNT OF NOTES<br>BENEFICIALLY<br>OWNED AND OFFERED | SHARES OF<br>COMMON<br>STOCK<br>BENEFICIALLY OWNED | SHARES OF<br>COMMON<br>STOCK<br>OFFERED | STOCK<br>AFT<br>OF |
|---|---|--|---|--------------------|
| Bank Austria Cayman Islands, LTD<br>(1).....    | 3,900,000   | 160,229  | 160,229                                 |                    |
| D. E. Shaw Investment Group, L.P.<br>(2).....   | 2,700,000   | 110,928  | 110,928                                 |                    |
| D. E. Shaw Valence Portfolio, L.P.<br>(2).....  | 10,800,000  | 443,713  | 443,713                                 |                    |
| Guggenheim Portfolio Co. XV, LLC<br>(1).....    | 755,000   | 31,018   | 31,018                                  |                    |
| Ramius Capital Group (1).....                   | 200,000   | 8,216  | 8,216                                   |                    |
| Ramius, LP (1).....                             | 103,000   | 4,231  | 4,231                                   |                    |
| RCG Baldwin, LP (1).....                        | 167,000   | 6,861  | 6,861                                   |                    |
| RCG Halifax Master Fund, LTD (1)....            | 625,000   | 25,677   | 25,677                                  |                    |
| RCG Latitude Master Fund, LTD (1)...            | 2,250,000   | 92,440   | 92,440                                  |                    |
| RCG Multi Strategy, LP (1).....                 | 3,200,000   | 131,470  | 131,470                                 |                    |
| RCG Multi Strategy Master Fund,<br>LTD (1)..... | 400,000   | 16,433   | 16,433                                  |                    |
| Xavex Convertible Arbitrage #5<br>(1).....      | 300,000   | 12,325   | 12,325                                  |                    |

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- (1) Alex Adair exercises voting and investment control over any shares of Common Stock issuable upon conversion of the Notes owned by this selling holder.
  - (2) Julius Gaudio, Eric Wepsic and Anne Dinning, on behalf of D. E. Shaw & Co. L.P., exercise voting and investment control over any shares of Common Stock issuable upon conversion of the Notes owned by this selling holder.
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Prospectus Supplement dated March 4, 2003