

Goodman Andrew  
Form 4  
May 28, 2010

**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 \*  
Goodman Andrew

(Last) (First) (Middle)

ONE CA PLAZA

(Street)

ISLANDIA, NY 11749

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/27/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

EVP, Worldwide HR

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.10 par value	05/27/2010		M	15,308 A	\$ 13.83 126,801.3603	D	
Common Stock, \$.10 par value	05/27/2010		M	17,500 A	\$ 12.89 144,301.3603	D	
Common Stock, \$.10 par value	05/27/2010		S	1,050 D	\$ 20.18 143,251.3603	D	

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Common Stock, \$.10 par value	05/27/2010	S	1,400	D	\$ 20.19	141,851.3603	D	
Common Stock, \$.10 par value	05/27/2010	S	100	D	\$ 20.195	141,751.3603	D	
Common Stock, \$.10 par value	05/27/2010	S	11,800	D	\$ 20.15	129,951.3603	D	
Common Stock, \$.10 par value	05/27/2010	S	4,700	D	\$ 20.16	125,251.3603	D	
Common Stock, \$.10 par value	05/27/2010	S	500	D	\$ 20.17	124,751.3603	D	
Common Stock, \$.10 par value	05/27/2010	S	500	D	\$ 20.2	124,251.3603	D	
Common Stock, \$.10 par value	05/27/2010	S	931	D	\$ 20.16	123,320.3603	D	
Common Stock, \$.10 par value	05/27/2010	S	7,443	D	\$ 20.17	115,877.3603	D	
Common Stock, \$.10 par value	05/27/2010	S	4,284	D	\$ 20.18	111,593.3603	D	
Common Stock, \$.10 par value	05/27/2010	S	100	D	\$ 20.183	111,493.3603	D	
Common Stock, \$.10 par value						2,071.639	I	401(k) Plan <sup>(1)</sup>

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 13.83	05/27/2010		M	15,308	<sup>(2)</sup> 03/28/2013	Common Stock, \$.10 par value 15,308
Employee Stock Option (right to buy)	\$ 12.89	05/27/2010		M	17,500	<sup>(3)</sup> 10/21/2013	Common Stock, \$.10 par value 17,500

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goodman Andrew ONE CA PLAZA ISLANDIA, NY 11749			EVP, Worldwide HR	

**Signatures**

/s/ Andrew Goodman by Brandt Schmidt, as attorney-in-fact 05/28/2010

\*\*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).

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- (1) Shares held in the CA Savings Harvest Plan, a 401(k) Plan. Information presented as of May 27, 2010.
- (2) This option vested over a three year period as follows: 2,110 on March 28, 2004, 6,599 on March 28, 2005 and the remaining 6,599 on March 28, 2006.
- (3) This option vested over a three year period as follows: 1,000 on October 21, 2003; 8,250 on October 21, 2004 and the remaining 8,250 on October 21, 2005.

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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