

Fairl William M  
Form 4  
August 19, 2005

**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 \*  
Fairl William M

2. Issuer Name and Ticker or Trading Symbol  
CACI INTERNATIONAL INC /DE/  
[CAI]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
  
1100 N. GLEBE ROAD  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/17/2005

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

ARLINGTON, VA 22201  
  
(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474  
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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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)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
CACI Common (Right to Buy)	\$ 62.48	08/17/2005	A	1,921					08/16/2007	08/16/2012	CACI Common	1,921
CACI Common (Right to Buy)	\$ 62.48	08/17/2005	A	3,842					08/16/2008	08/16/2012	CACI Common	3,842
CACI Common (Right to Buy)	\$ 62.48	08/17/2005	A	5,764					08/16/2009	08/16/2012	CACI Common	5,764
CACI Common (Right to Buy)	\$ 62.48	08/17/2005	A	7,685					08/16/2010	08/16/2012	CACI Common	7,685
CACI Common (Restricted Stock Unit)	\$ 62.48	08/17/2005	A	3,000					<u>(1)</u>	<u>(1)</u>	CACI Common	3,000
CACI Common (Restricted Stock Unit)	\$ <u>53.11</u> <sup>(2)</sup>	08/17/2005	A	1,497					<u>(1)</u>	<u>(1)</u>	CACI Common	1,497

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fairl William M 1100 N. GLEBE ROAD ARLINGTON, VA 22201			Chief Operating Officer	

## Signatures

William M.  
Fairl

08/19/2005

\_\_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) Shares vest in 36 months
  - (2) Net price to participant based on provisions of the Management Stock Purchase Plan. Under that Plan, the company pays 15 percent of share price (Market \$62.48 x 85% = \$53.11).

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.