

Sayed Ayman
Form 4
May 17, 2018

FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sayed Ayman

(Last) (First) (Middle)
520 MADISON AVENUE
(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2018

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)
Pres., Chief Products Officer

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, \$.10 par value	05/15/2018		A		14,172 ₍₁₎	A	\$ 0 114,404 D
Common Stock, \$.10 par value	05/15/2018		A		31,406 ₍₂₎	A	\$ 0 145,810 D
Common Stock, \$.10 par value	05/15/2018		F		20,171	D	\$ 35.28 125,639 D

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Common Stock, \$.10 par value	05/15/2018	M	<u>29,305</u> (3)	A	\$ 31.53	154,944	D	
Common Stock, \$.10 par value	05/15/2018	M	<u>33,848</u> (3)	A	\$ 31.69	188,792	D	
Common Stock, \$.10 par value	05/15/2018	S	<u>63,153</u> (3)	D	\$ <u>34.825</u> (4)	125,639	D	
Common Stock, \$.10 par value	05/16/2018	S	<u>20,550</u> (3)	D	\$ <u>35.011</u> (5)	105,089	D	
Common Stock, \$0.10 par value						112.17	I	401(k) Plan <u>(6)</u>

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 35.28	05/15/2018		A	87,868	<u>(7)</u>	05/15/2028	Common Stock, \$.10 par value	87,868
Employee Stock Option	\$ 31.53	05/15/2018		M	<u>29,305</u> (3)	<u>(8)</u>	05/15/2026	Common Stock, \$.10 par value	29,305

(right to buy)									value
Employee Stock Option (right to buy)	\$ 31.69	05/15/2018	M	33,848 (3)	(9)	05/15/2027	Common Stock, \$.10 par value	33,848	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sayed Ayman 520 MADISON AVENUE NEW YORK, NY 10022			Pres., Chief Products Officer	

Signatures

/s/ Ayman Sayed by David R. Goldman as attorney-in-fact

05/17/2018

__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 stock which, subject to earlier forfeiture, vests over three years as follows: 34% on May 15, 2019, 33% on May 15, 2020 and 33% on May 15, 2021.
- (2) Represents shares granted in connection with the achievement of performance targets over a three-year performance period ended March 31, 2018.
- (3) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (4) Indicates the weighted average sale price of multiple sales effected on the transaction date. Sale prices ranged from \$34.720 to \$35.030, inclusive. The Reporting Person will provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (5) Indicates the weighted average sale price of multiple sales effected on the transaction date. Sale prices ranged from \$34.770 to \$35.170, inclusive. The Reporting Person will provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (6) Shares held in the CA Savings Harvest Plan, a 401(k) Plan.
- (7) The option becomes exercisable over three years as follows: 34% on May 15, 2019, 33% on May 15, 2020 and 33% on May 15, 2021.
- (8) The option becomes exercisable over three years as follows: 34% on May 15, 2017, 33% on May 15, 2018 and 33% on May 15, 2019.
- (9) The option becomes exercisable over three years as follows: 34% on May 15, 2018, 33% on May 15, 2019 and 33% on May 15, 2020.

Remarks:

Exhibit List Exhibit 24 - Power of Attorney

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.