

Pronsati Paul L.
Form 4
August 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 *
Pronsati Paul L.

(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)
08/15/2018

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)

EVP, Global Operations & IT

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, \$.10 par value | 08/15/2018 | | M | 6,052 (1) | A \$ 31.06 61,197 | D | |
| Common Stock, \$.10 par value | 08/15/2018 | | M | 42,692 (1) | A \$ 30.45 103,889 | D | |
| Common Stock, \$.10 par value | 08/15/2018 | | M | 29,750 (1) | A \$ 31.53 133,639 | D | |

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| | | | | | | | | |
|--|------------|---|----------------------|---|----------------------------|-----------|---|---------------------------|
| Common Stock, \$.10 par value | 08/15/2018 | M | <u>16,995</u> (1) | A | \$ 31.69 | 150,634 | D | |
| Common Stock, \$.10 par value | 08/15/2018 | S | <u>95,489</u> (1) | D | \$ <u>43.561</u> (2) | 55,145 | D | |
| Common Stock, \$.10 par value | | | | | | 1,302.909 | I | 401(k) Plan <u>(3)</u> |

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 (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) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 31.06 | 08/15/2018 | | M | <u>6,052</u> (1) | <u>(4)</u> 01/14/2025 | Common Stock, \$.10 par value | 6,052 | |
| Employee Stock Option (right to buy) | \$ 30.45 | 08/15/2018 | | M | <u>42,692</u> (1) | <u>(5)</u> 05/29/2025 | Common Stock, \$.10 par value | 42,692 | |
| Employee Stock Option (right to buy) | \$ 31.53 | 08/15/2018 | | M | <u>29,750</u> (1) | <u>(6)</u> 05/15/2026 | Common Stock, \$.10 par value | 29,750 | |

| | | | | | | | | |
|--|----------|------------|---|----------------------|------------|------------|--|--------|
| Employee Stock Option (right to buy) | \$ 31.69 | 08/15/2018 | M | 16,995 <u>(1)</u> | <u>(7)</u> | 05/15/2027 | Common Stock, \$.10 par value | 16,995 |
|--|----------|------------|---|----------------------|------------|------------|--|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pronsati Paul L. 520 MADISON AVENUE NEW YORK, NY 10022 | | | EVP, Global Operations & IT | |

Signatures

/s/ Paul L. Pronsati by David R. Goldman as attorney-in-fact 08/17/2018

**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) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 1, 2018.
Indicates the weighted average sale price of multiple sales effected on the transaction date. Sale prices ranged from \$43.500 to \$43.650, 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.
- (3) Shares held in the CA Savings Harvest Plan, a 401(k) Plan.
- (4) The option became exercisable over three years as follows: 34% on January 14, 2016, 33% on January 14, 2017 and 33% on January 14, 2018.
- (5) The option became exercisable over three years as follows: 34% on May 29, 2016, 33% on May 29, 2017 and 33% on May 29, 2018.
- (6) 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.
- (7) 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.

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.