

Sayed Ayman
 Form 4
 November 05, 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)
 11/05/2018

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)
				(A) or (D) Price			
Common Stock, \$.10 par value	11/05/2018		D	4,186	D (2) 0	D	
Common Stock, \$.10 par value	11/05/2018		D	1,921	D (3) 0	D	
Common Stock, \$.10 par value	11/05/2018		D	9,954	D (4) 0	D	
Common Stock, \$.10	11/05/2018		D	14,172	D (5) 0	D	

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par value

Common Stock, \$.10 par value	11/05/2018		D	113.601	D	<u>(1)</u>	0		I	See footnote <u>(6)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 31.53	11/05/2018		D	29,305	<u>(7)</u> 05/15/2026	Common Stock, \$.10 par value	29,305	
Employee Stock Option (right to buy)	\$ 34.35	11/05/2018		D	13,449	<u>(8)</u> 08/15/2026	Common Stock, \$.10 par value	13,449	
Employee Stock Option (right to buy)	\$ 31.69	11/05/2018		D	65,703	<u>(9)</u> 05/15/2027	Common Stock, \$.10 par value	65,703	
Employee Stock Option (right to buy)	\$ 35.28	11/05/2018		D	87,868	<u>(10)</u> 05/15/2028	Common Stock, \$.10 par value	87,868	

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option and less applicable tax withholdings. The fully vested option shares were cancelled pursuant to the Merger Agreement, in exchange for a cash payment equal to (x) the difference between the Merger Consideration and the per share exercise price of the option, multiplied by (y) the number of disposed option shares.

- (9) This option, originally for 99,551 shares, of which 33,848 shares have vested, provided for vesting over three years as follows: 34% on May 15, 2018, 33% on May 15, 2019 and 33% on May 15, 2020. Pursuant to the Letter Agreement (with respect to the unvested portion of this option) and the Merger Agreement (with respect to the vested portion of this option), immediately prior to the effective time of the Merger, the 65,703 unvested option shares were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such unvested option, less the aggregate exercise price corresponding to such Issuer option and less applicable tax withholdings. The fully vested option shares were cancelled pursuant to the Merger Agreement, in exchange for a cash payment equal to (x) the difference between the Merger Consideration and the per share exercise price of the option, multiplied by (y) the number of disposed option shares.

- (10) This option provided for vesting over three years as follows: 34% on May 15, 2019, 33% on May 15, 2020 and 33% on May 15, 2021. Pursuant to the Letter Agreement, immediately prior to the effective time of the Merger, 87,868 unvested option shares were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such unvested option, less the aggregate exercise price corresponding to such Issuer option and less applicable tax withholdings.

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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