

TAFLER ANDY
Form 4
February 15, 2011

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
TAFLER ANDY

2. Issuer Name **and** Ticker or Trading
Symbol
CPI INTERNATIONAL, INC.
[CPII]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
811 HANSEN WAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2011

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VICE PRESIDENT

PALO ALTO, CA 94303

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
			Code	V	Amount (A) or (D)	Price	
Common Stock, par value \$0.01 per share	02/11/2011		D ⁽¹⁾		9,701 (1)	\$ 19.50 (1)	D

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 19.33	02/11/2011		J ⁽²⁾		12,000		⁽²⁾	12/01/2020	Common Stock	12,000
Employee Stock Option (Right to Buy)	\$ 9.66	02/11/2011		J ⁽³⁾		12,000		⁽³⁾	12/08/2019	Common Stock	12,000
Employee Stock Option (Right to Buy)	\$ 10	02/11/2011		J ⁽⁴⁾		12,000		⁽⁴⁾	12/05/2018	Common Stock	12,000
Employee Stock Option (Right to Buy)	\$ 16.79	02/11/2011		J ⁽⁵⁾		10,000		⁽⁵⁾	11/30/2017	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 14.22	02/11/2011		J ⁽⁶⁾		15,000		12/08/2010	12/08/2016	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 18	02/11/2011		J ⁽⁷⁾		15,000		⁽⁷⁾	04/27/2016	Common Stock	15,000
Employee Stock Option (Right to	\$ 6.61	02/11/2011		J ⁽⁸⁾		5,448		09/29/2008	09/29/2014	Common Stock	5,448

Buy)

Employee
Stock

Option	\$ 4.32	02/11/2011	J ⁽⁹⁾	21,792	09/29/2008	09/29/2014	Common Stock	21,792
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(Right to

Buy)

Employee
Stock

Option	\$ 4.32	02/11/2011	J ⁽¹⁰⁾	54,480	06/01/2008	06/01/2014	Common Stock	54,480
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(Right to

Buy)

Employee
Stock

Option	\$ 4.32	02/11/2011	J ⁽¹¹⁾	17,976	03/01/2008	03/01/2014	Common Stock	17,976
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(Right to

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAFLE ANDY 811 HANSEN WAY PALO ALTO, CA 94303			VICE PRESIDENT	

Signatures

/s/ Amanda Mogin, Attorney
in Fact

02/15/2011

**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) Disposed of pursuant to merger agreement between issuer and CPI International Acquisition, Inc. (formerly Catalyst Holdings, Inc.) in exchange for \$19.50 per share in cash. Includes 4,000 restricted stock units that were granted under the issuer's 2006 Equity and Performance Incentive Plan and were previously reported on a Form 4 as acquired by the reporting person.
- (2) This option provided for vesting in four equal annual installments beginning on December 1, 2011. 25% of the option was cancelled after the merger in exchange for a cash payment equal to the excess of the amount payable for shares in the merger (\$19.50) over the exercise price, resulting in a net payment of \$0.17 per option. The remaining 75% of the option was cancelled for no consideration.
- (3) This option provided for vesting in four equal annual installments beginning on December 8, 2010. The option was cancelled after the merger in exchange for a cash payment equal to the excess of the amount payable for shares in the merger (\$19.50) over the exercise price, resulting in a net payment of \$9.84 per option.
- (4) This option provided for vesting in four equal annual installments beginning on December 5, 2009. The option was cancelled after the merger in exchange for a cash payment equal to the excess of the amount payable for shares in the merger (\$19.50) over the exercise price, resulting in a net payment of \$9.50 per option.
- (5) This option provided for vesting in four equal annual installments beginning on November 30, 2008. The option was cancelled after the merger in exchange for a cash payment equal to the excess of the amount payable for shares in the merger (\$19.50) over the exercise

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price, resulting in a net payment of \$2.71 per option.

- (6) This option provided for vesting in four equal annual installments beginning on December 8, 2007. The option was cancelled after the merger in exchange for a cash payment equal to the excess of the amount payable for shares in the merger (\$19.50) over the exercise price, resulting in a net payment of \$5.28 per option.

- (7) This option provided for vesting in four equal annual installments beginning on April 27, 2008. The option was cancelled after the merger in exchange for a cash payment equal to the excess of the amount payable for shares in the merger (\$19.50) over the exercise price, resulting in a net payment of \$1.50 per option.

- (8) This option provided for vesting in four equal annual installments beginning on September 29, 2005. The option was cancelled after the merger in exchange for a cash payment equal to the excess of the amount payable for shares in the merger (\$19.50) over the exercise price, resulting in a net payment of \$12.89 per option.

- (9) This option provided for vesting in four equal annual installments beginning on September 29, 2005. The option was cancelled after the merger in exchange for a cash payment equal to the excess of the amount payable for shares in the merger (\$19.50) over the exercise price, resulting in a net payment of \$15.18 per option.

- (10) This option provided for vesting in four equal annual installments beginning on June 1, 2005. The option was cancelled after the merger in exchange for a cash payment equal to the excess of the amount payable for shares in the merger (\$19.50) over the exercise price, resulting in a net payment of \$15.18 per option.

- (11) This option provided for vesting in four equal annual installments beginning on March 1, 2005. The option was cancelled after the merger in exchange for a cash payment equal to the excess of the amount payable for shares in the merger (\$19.50) over the exercise price, resulting in a net payment of \$15.18 per option.

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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