FICKETT ROBERT

Form 4 May 07, 2010

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

Form 5 obligations may continue.

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| CPI INTERNATIONAL, INC. [CPII] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director — 10% Owner (Month/Day/Year) Other (specify below) Delow) 811 HANSEN WAY 05/07/2010 COO AND PRESIDENT (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line) | 1. Name and Address of Reporting FICKETT ROBERT | g Person * | | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|---|------------|------------------|--|--|--|--|
| (Month/Day/Year) 811 HANSEN WAY (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line) _X_ Officer (give titleOther (specify below) below) COO AND PRESIDENT 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _Form filed by More than One Reporting | | | | (Check all applicable) | | | |
| (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | (Middle) | (Month/Day/Year) | X_ Officer (give title below) Other (specify below) | | | |
| PALO ALTO CA 94303 Form filed by More than One Reporting | (Street) | | , 0 | 6. Individual or Joint/Group Filing(Check Applicable Line) | | | |
| | PALO ALTO, CA 94303 | | | Form filed by More than One Reporting | | | |

| (City) | (State) | Zip) Table | e I - Non-D | erivative S | Securi | ities Acqu | iired, Disposed of | , or Beneficiall | y Owned |
|---|--------------------------------------|---|-----------------|---|--------|--|--|---|---------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or | | 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) | |
| Common | | | Code V | Amount | (D) | Price | (| | |
| Stock, par value \$0.01 per share | 05/07/2010 | | M <u>(1)</u> | 2,758 | A | \$ 0.74 | 33,302 (2) | D | |
| Common Stock, par value \$0.01 per share | 05/07/2010 | | S(3) | 2,758 | D | \$ 12.97 (4) | 30,544 (2) | D | |

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

Persons who respond to the collection of information contained in this form are not (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) | Code | 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) | \$ 0.74 | 05/07/2010 | | M(1) | 2,758 | <u>(5)</u> | 07/01/2010 | Common Stock, par value \$0.01 per share | 2,758 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FICKETT ROBERT 811 HANSEN WAY PALO ALTO, CA 94303

COO AND PRESIDENT

Signatures

/s/ Amanda Mogin, Attorney in Fact

05/07/2010

**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 cash exercise of stock options that were scheduled to expire by July 2010.
- (2) Includes 16,000 shares of restricted common stock granted under the issuer's 2006 Equity and Performance Incentive Plan.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
- Represents the weighted average sale price for multiple transactions at prices ranging from \$12.52 to \$13.06 per share. The undersigned (4) undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Reporting Owners 2

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(5) A percentage of these options were exercisable on July 1 of each of 2001, 2002 and 2003 and in January 2004.

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.