

FICKETT ROBERT

Form 4

June 07, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FICKETT ROBERT

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)
06/07/2010

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)

COO AND PRESIDENT

PALO ALTO, CA 94303

(City) (State) (Zip)

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

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 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)
Common Stock, par value \$0.01 per share	06/07/2010		M ⁽¹⁾	2,758 A	\$ 0.74 33,302 ⁽²⁾	D	
Common Stock, par value \$0.01 per share	06/07/2010		S ⁽³⁾	2,758 D	\$ 15.98 30,544 ⁽²⁾ ⁽⁴⁾	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**

SEC 1474
 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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 (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)	8. Filing Date
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 0.74	06/07/2010		M ⁽¹⁾	2,758	⁽⁵⁾ 07/01/2010	Comon 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 06/07/2010

_____*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.

(4)

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Represents the weighted average sale price for multiple transactions at prices ranging from \$15.91 to \$16.04 per share. The undersigned 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.

(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.

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