

CACI INTERNATIONAL INC /DE/

Form 4

February 08, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WAECHTER STEPHEN L

2. Issuer Name **and** Ticker or Trading
Symbol
CACI INTERNATIONAL INC /DE/
[CAI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1100 N. GLEBE ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2007

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Exec. VP & CFO

ARLINGTON, VA 22201

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
CACI Common	02/06/2007		S		4,869	D	\$ 47.676
					7,000	D	
CACI Common	02/06/2007		M		45,000	A	(1)
					52,000	D	
CACI Common	02/06/2007		S		45,000	D	\$ 47.61
					7,000	D	
CACI Common	02/07/2007		M		25,300	A	(2)
					32,300	D	
CACI Common	02/07/2007		S		25,300	D	\$ 47.3773
					7,000	D	

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

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(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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
CACI Common (Right to Buy)	\$ 8.157	02/06/2007		M		5,000		12/31/2002	04/12/2009	CACI Common	5,000
CACI Common (Right to Buy)	\$ 10	02/06/2007		M		5,000		07/01/2004	06/16/2010	CACI Common	5,000
CACI Common (Right to Buy)	\$ 11.25	02/06/2007		M		400		01/01/2006	01/02/2011	CACI Common	400
CACI Common (Right to Buy)	\$ 21.4	02/06/2007		M		15,000		07/01/2004	07/01/2011	CACI Common	15,000
CACI Common (Right to Buy)	\$ 31.67	02/06/2007		M		5,000		10/31/2001	10/30/2011	CACI Common	5,000
CACI Common (Right to Buy)	\$ 36.13	02/06/2007		M		12,000		07/01/2003	07/01/2012	CACI Common	12,000
CACI Common (Right to Buy)	\$ 36.13	02/06/2007		M		2,600		07/01/2004	07/01/2012	CACI Common	2,600

CACI Common (Right to Buy)	\$ 36.13	02/07/2007	M	12,000	07/01/2005 ⁽³⁾	07/01/2012	CACI Common	12,000
CACI Common (Right to Buy)	\$ 34.1	02/06/2007	M	3,900	07/01/2004	06/30/2013	CACI Common	3,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAECHTER STEPHEN L 1100 N. GLEBE ROAD ARLINGTON, VA 22201			Exec. VP & CFO	

Signatures

Stephen L.
Waechter

02/08/2007

__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) 5,000 @ 8.157, 5,000 @ 10.00, 400 @ 11.25, 15,000 @ 21.40, 5,000 @ 31.67, 14,600 @ 36.13

(2) 21,400 @ 36.13, 3,900 @ 34.10

(3) 9,400 shares exercisable 7/1/04, 12,000 shares exercisable 7/1/05

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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