

COMPUTER ASSOCIATES INTERNATIONAL INC
 Form 4
 November 04, 2005

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 *
QUINN GARY

2. Issuer Name and Ticker or Trading Symbol
COMPUTER ASSOCIATES INTERNATIONAL INC [CA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE COMPUTER ASSOCIATES PLAZA

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2005

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President

(Street)
ISLANDIA, NY 11749

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

(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, \$.10 par value | 11/02/2005 | | M | | 29,700 | A | \$ 21.89 |
| Common Stock, \$.10 par value | 11/02/2005 | | S | | 12,400 | D | \$ 28.08 |
| Common Stock, \$.10 par | 11/02/2005 | | S | | 13,800 | D | \$ 28.07 |
| | | | | | | | 116,868 |
| | | | | | | | 104,468 |
| | | | | | | | 90,668 |

value

Common
Stock,
\$.10 par
value

11/02/2005

S

3,500

D

\$
28.06

87,168

D

Common
Stock,
\$.10 par
value

11/03/2005

S

771

D

\$
28.71

86,397

D

Common
Stock,
\$.10 par
value

11/03/2005

S

900

D

\$ 28.7

85,497

D

Common
Stock,
\$.10 par
value

11/03/2005

S

4,773.228

D

\$
28.67

0

I

401(k)
Plan ⁽¹⁾

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

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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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 21.89 | 11/02/2005 | | M | 29,700 | ⁽²⁾ | 06/21/2012 | Common Stock, \$.10 par value | 29,700 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

QUINN GARY
ONE COMPUTER ASSOCIATES PLAZA
ISLANDIA, NY 11749

Executive Vice President

Signatures

/s/ Lawrence Egan, by power of
attorney

11/04/2005

__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) Shares held in the Computer Associates Savings Harvest Plan, a 401(k) Plan. Information presented as of November 3, 2005.
- (2) The options became exercisable over a three year period as follows: 34% on June 21, 2003; 33% on June 21, 2004; and 33% on June 21, 2005.

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.