

CA, INC.
Form 4
November 18, 2013

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

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 *
Griffiths Peter

(Last) (First) (Middle)
ONE CA PLAZA
(Street)

ISLANDIA, NY 11749

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CA, INC. [CA]

3. Date of Earliest Transaction
(Month/Day/Year)
11/14/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP & GRP EXEC, ENT SOL & TECH

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 (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 | (D) | Price |
| Common Stock, \$.10 par value | 11/14/2013 | | M | | 63,989 | A | \$ 21.78 112,491.23 |
| Common Stock, \$.10 par value | 11/14/2013 | | M | | 50,250 | A | \$ 22.81 162,741.23 |
| Common Stock, \$.10 par value | 11/14/2013 | | M | | 32,976 | A | \$ 25.24 195,717.23 |

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| | | | | | | | | |
|---|------------|---|---------|---|--------------------------------|------------|---|---------------------------|
| Common Stock, \$.10 par value | 11/14/2013 | M | 20,619 | A | \$ 24.41 | 216,336.23 | D | |
| Common Stock, \$.10 par value | 11/14/2013 | S | 143,316 | D | \$ 32.708 <u>(1) (2)</u> | 73,020.23 | D | |
| Common Stock, \$0.10 par value | | | | | | 435.162 | I | 401(k) Plan <u>(3)</u> |

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 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) | \$ 22.81 | 11/14/2013 | | M | 50,250 | <u>(4)</u> 05/26/2018 | Common Stock, \$.10 par value | 50,250 |
| Employee Stock Option (right to buy) | \$ 21.78 | 11/14/2013 | | M | 63,989 | <u>(5)</u> 06/14/2018 | Common Stock, \$.10 par value | 63,989 |
| Employee Stock Option (right to buy) | \$ 25.24 | 11/14/2013 | | M | 32,976 | <u>(6)</u> 05/22/2019 | Common Stock, \$0.10 par value | 32,976 |

| | | | | | | | | |
|--|----------|------------|---|--------|-----|------------|---|--------|
| Employee Stock Option (right to buy) | \$ 24.41 | 11/14/2013 | M | 20,619 | (6) | 05/22/2019 | Common Stock, \$0.10 par value | 20,619 |
|--|----------|------------|---|--------|-----|------------|---|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Griffiths Peter ONE CA PLAZA ISLANDIA, NY 11749 | | | EVP & GRP EXEC, ENT SOL & TECH | |

Signatures

| | |
|---|------------|
| /s/ Peter Griffiths by C.H.R. DuPree as attorney-in-fact | 11/18/2013 |
| **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) Indicates the weighted average sale price of sales effected on the transaction date. Sale prices ranged from \$32.70 to \$32.72.
 - (2) The undersigned will provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (3) Shares held in the Canadian CA Savings Harvest Plan, a Deferred Profit Sharing Plan. Information presented as of September 30, 2013.
 - (4) The option becomes exercisable over three years as follows: 34% on May 26, 2012, 33% on May 26, 2013 and 33% on May 26, 2014.
 - (5) The option becomes exercisable over three years as follows: 34% on June 14, 2012, 33% on June 14, 2013 and 33% on June 14, 2014.
 - (6) The option becomes exercisable over three years as follows: 34% on May 22, 2013, 33% on May 22, 2014 and 33% on May 22, 2015.

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.