

COMPUTER ASSOCIATES INTERNATIONAL INC

Form 4

April 13, 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 \*  
Handal Kenneth V

(Last) (First) (Middle)

C/O COMPUTER ASSOC.  
INTERNATIONAL, INC., ONE  
COMPUTER ASSOCIATES  
PLAZA

(Street)

ISLANDIA, NY 11749

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/11/2005

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 and General Counsel

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                             |
| Common Stock, \$0.10 par value  | 04/11/2005                           |                                                    | A                              |                                                                   | 6,902                                                                                         | A                                                        | 16,902                            |
| Common Stock, \$0.10 par value  | 04/11/2005                           |                                                    | F                              |                                                                   | 798 <sup>(2)</sup>                                                                            | D                                                        | \$ 27.23                          |

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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 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)       | \$ 27.23                                               | 04/11/2005                           |                                                    | A                              | 72,533                                                                                  | <u>(3)</u> 04/11/2015                                    | Common Stock, \$0.10 par value 72,533                         |
| Employee Stock Option (Right to Buy)       | \$ 32.8                                                | 04/11/2005                           |                                                    | A                              | 6,902                                                                                   | <u>(3)</u> 04/11/2015                                    | Common Stock, \$0.10 par value 6,902                          |

## Reporting Owners

| Reporting Owner Name / Address                                                                                     | Relationships |           |                         |       |
|--------------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                                                    | Director      | 10% Owner | Officer                 | Other |
| Handal Kenneth V<br>C/O COMPUTER ASSOC. INTERNATIONAL, INC.<br>ONE COMPUTER ASSOCIATES PLAZA<br>ISLANDIA, NY 11749 |               |           | EVP and General Counsel |       |

## Signatures

Joshua DeRienzi, by power of attorney 04/13/2005

\*\*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) The shares represent restricted stock that vests over a two year period as follows: 33 1/3% on April 11, 2005, 33 1/3% on April 11, 2006 and 33 1/3% on April 11, 2007.
- (2) This transaction represents shares withheld for payment of taxes.
- (3) The option becomes exercisable over a two year period as follows: 33 1/3% on April 11, 2005, 33 1/3% on April 11, 2006 and 33 1/3% on April 11, 2007.

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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