

Fairl William M  
Form 4  
August 21, 2012

**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 \*  
Fairl William M

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

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)  
08/17/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Development Officer

ARLINGTON, VA 22201

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) | (A) or (D) | 5. Amount or Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|--|-----------------------------------|
| CACI Common Stock               | 08/17/2012                           |  | M                              | 4,505   | A          | 15,347             |   | D  |                                   |
| CACI Common Stock               | 08/17/2012                           |  | F                              | 1,781   | D          | \$ 52.16           | 13,566  | D  |                                   |
| CACI Common Stock               | 08/17/2012                           |  | M                              | 6,128   | A          | 19,694             |   | D  |                                   |
| CACI Common                     | 08/17/2012                           |  | F                              | 2,422   | D          | \$ 52.16           | 17,272  | D  |                                   |

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Stock

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| CACI Common (Restricted Stock Units)       | <u>(1)</u>   | 08/17/2012                           |  | M                              | 4,505   | 08/17/2012 <sup>(1)</sup>                                | CACI Common Stock   | 4,505                      |
| CACI Common (Restricted Stock Units)       | <u>(2)</u>   | 08/17/2012                           |  | M                              | 6,128   | 08/17/2012 <sup>(2)</sup>                                | CACI Common Stock   | 6,128                      |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| Fairl William M<br>1100 N. GLEBE ROAD<br>ARLINGTON, VA 22201 |               |           | Chief Development Officer |       |

## Signatures

William M.  
Fairl  
08/21/2012  
\*\*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) On 8/18/08, Mr. Fairl was granted restricted stock units that convert into 4,505 shares of common stock on a 1 for 1 basis. These restricted stock units vested on 8/18/12.
- (2) On 8/18/09, Mr. Fairl was granted restricted stock units that convert into 6,128 shares of common stock on a 1 for 1 basis. These restricted stock units vested on 8/18/12.

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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