

CA, INC.
Form 4
August 06, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
FISCHER GEORGE J

(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)
08/02/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP & GRP EXEC, WW SALES & SER

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 | (A) or (D) | Price |
| Common Stock, \$.10 par value | 08/02/2013 | | M | | 30,000 | A | \$ 27.32 |
| Common Stock, \$.10 par value | 08/02/2013 | | M | | 11,926 | A | \$ 27.26 |
| Common Stock, \$.10 par value | 08/02/2013 | | M | | 20,572 | A | \$ 19.46 |
| Common Stock, \$.10 | 08/02/2013 | | M | | 21,817 | A | \$ 21.78 |

par value

| | | | | | | | |
|-------------------------------------|------------|---|--------|---|--------------------------------------|--------|---|
| Common Stock, \$.10 par value | 08/02/2013 | S | 84,315 | D | \$ 30.38 <u>(1)</u> <u>(2)</u> | 96,968 | D |
|-------------------------------------|------------|---|--------|---|--------------------------------------|--------|---|

| | | | | | | | | |
|-------------------------------------|--|--|--|--|--|--------|---|---------------------------|
| Common Stock, \$.10 par value | | | | | | 33,265 | I | 401(k) Plan <u>(3)</u> |
|-------------------------------------|--|--|--|--|--|--------|---|---------------------------|

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.

SEC 1474
(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) | \$ 27.32 | 08/02/2013 | | M | 30,000 | <u>(4)</u> 02/12/2014 | Common Stock, \$.10 par value 30,000 |
| Employee Stock Option (right to buy) | \$ 27.26 | 08/02/2013 | | M | 11,926 | <u>(5)</u> 04/01/2015 | Common Stock, \$.10 par value 11,926 |
| Employee Stock Option (right to buy) | \$ 19.46 | 08/02/2013 | | M | 20,572 | <u>(6)</u> 06/25/2017 | Common Stock, \$.10 par value 20,572 |
| Employee Stock Option (right to buy) | \$ 21.78 | 08/02/2013 | | M | 21,817 | <u>(7)</u> 06/14/2018 | Common Stock, \$.10 par value 21,817 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FISCHER GEORGE J ONE CA PLAZA ISLANDIA, NY 11749 | | | EVP & GRP EXEC, WW SALES & SER | |

Signatures

/s/ George J. Fischer by C.H.R. DuPree as
attorney-in-fact

08/06/2013

__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 \$30.352 to \$30.429.
- (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 CA Savings Harvest Plan, a 401(k) Plan. Information presented as of August 5, 2013.
- (4) This option became exercisable over a three-year period as follows: 34% on February 12, 2005, 33% on February 12, 2006 and 33% on February 12, 2007.
- (5) This option became exercisable over a three-year period as follows: 34% on April 1, 2006, 33% on April 1, 2007 and 33% on April 1, 2008.
- (6) This option became exercisable over a three-year period as follows: 34% on June 25, 2011, 33% on June 25, 2012 and 33% on June 25, 2013.
- (7) 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.

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.