

AFFILIATED COMPUTER SERVICES INC

Form 4

June 09, 2008

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 *
BLODGETT LYNN

2. Issuer Name and Ticker or Trading Symbol
AFFILIATED COMPUTER SERVICES INC [ACS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2828 N. HASKELL AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/06/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

DALLAS, TX 75204

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 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	Price		
Class A Common Stock \$0.01 par value	06/06/2008		M		14,000	A \$ 38.66	17,500	D
Class A Common Stock \$0.01 par value	06/06/2008		S		500	D \$ 53	17,000	D
Class A Common Stock	06/06/2008		S		1,000	D \$ 53.01	16,000	D

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Stock \$0.01 par value							
Class A Common Stock \$0.01 par value	06/06/2008	S	2,200	D	\$ 53.02	13,800	D
Class A Common Stock \$0.01 par value	06/06/2008	S	1,300	D	\$ 53.03	12,500	D
Class A Common Stock \$0.01 par value	06/06/2008	S	400	D	\$ 53.04	12,100	D
Class A Common Stock \$0.01 par value	06/06/2008	S	1,000	D	\$ 53.05	11,100	D
Class A Common Stock \$0.01 par value	06/06/2008	S	800	D	\$ 53.09	10,300	D
Class A Common Stock \$0.01 par value	06/06/2008	S	300	D	\$ 53.1	10,000	D
Class A Common Stock \$0.01 par value	06/06/2008	S	100	D	\$ 53.11	9,900	D
Class A Common Stock \$0.01 par value	06/06/2008	S	100	D	\$ 53.13	9,800	D
Class A Common Stock	06/06/2008	S	200	D	\$ 53.15	9,600	D

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\$0.01 par value							
Class A Common Stock \$0.01 par value	06/06/2008	S	200	D	\$ 53.16	9,400	D
Class A Common Stock \$0.01 par value	06/06/2008	S	200	D	\$ 53.17	9,200	D
Class A Common Stock \$0.01 par value	06/06/2008	S	100	D	\$ 53.18	9,100	D
Class A Common Stock \$0.01 par value	06/06/2008	S	200	D	\$ 53.19	8,900	D
Class A Common Stock \$0.01 par value	06/06/2008	S	400	D	\$ 53.2	8,500	D
Class A Common Stock \$0.01 par value	06/06/2008	S	400	D	\$ 53.22	8,100	D
Class A Common Stock \$0.01 par value	06/06/2008	S	300	D	\$ 53.24	7,800	D
Class A Common Stock \$0.01 par value	06/06/2008	S	800	D	\$ 53.25	7,000	D
Class A Common Stock \$0.01 par	06/06/2008	S	500	D	\$ 53.26	6,500	D

value

Class A Common Stock \$0.01 par value	06/06/2008	S	200	D	\$ 53.28	6,300	D
Class A Common Stock \$0.01 par value	06/06/2008	S	200	D	\$ 53.29	6,100	D
Class A Common Stock \$0.01 par value	06/06/2008	S	800	D	\$ 53.3	5,300	D
Class A Common Stock \$0.01 par value	06/06/2008	S	517	D	\$ 53.31	4,783	D
Class A Common Stock \$0.01 par value	06/06/2008	S	83	D	\$ 53.32	4,700	D
Class A Common Stock \$0.01 par value	06/06/2008	S	1,200	D	\$ 53.33	3,500	D

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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)					<u>(1)</u>	08/15/2017	Class A Common	400,000
\$ 50.29								
Employee Stock Option (Right to Buy)					<u>(1)</u>	07/09/2017	Class A Common	60,000
\$ 59.13								
Employee Stock Option (Right to Buy)					<u>(1)</u>	12/09/2016	Class A Common	140,000
\$ 49.55								
Employee Stock Option (Right to Buy)					<u>(1)</u>	03/18/2015	Class A Common	200,000
\$ 50.25								
Employee Stock Option (Right to Buy)					<u>(1)</u>	07/30/2014	Class A Common	100,000
\$ 51.9								
Employee Stock Option (Right to Buy)					<u>(1)</u>	08/11/2013	Class A Common	100,000
\$ 44.1								
Employee Stock Option (Right to Buy)					<u>(2)</u>	07/23/2012	Class A Common	45,000
\$ 37.57								
Employee Stock Option (Right to Buy)					<u>(2)</u>	07/23/2012	Class A Common	30,000
\$ 35.75								
Employee Stock					<u>(3)</u>	09/26/2011	Class A Common	28,800
\$ 44.87								

Option
(Right to
Buy)

Employee
Stock

Option (Right to Buy)	\$ 38.66	06/06/2008	M	14,000	(3)	09/26/2011	Class A Common	14,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLODGETT LYNN 2828 N. HASKELL AVENUE DALLAS, TX 75204	X		President & CEO	

Signatures

Lynn Blodgett	06/09/2008
**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).

These options vest and become exercisable as follows: on each anniversary date of the grant, commencing with the first such anniversary date and continuing on each such anniversary thereafter through and including the fifth anniversary of the date of the grant, 20% of such options shall vest and become exercisable. The date of grant is 10 years prior to the stated expiration date.

As the result of an internal investigation of the Issuer's stock option grant practices, it was determined the accounting measurement date for certain stock option grants were incorrect. A part of this stock option grant has been repriced to reflect the fair market value of each share on the correct measurement date. The Reporting Person received a Grant of Employee Stock Option (Right to Buy) on July 23, 2002 for 75,000 shares of ACS Class A Common Stock \$0.01 par value at an Exercise Price of \$35.75 per share expiring on July 23, 2012. This stock option grant is fully vested. The Exercise Price for 45,000 shares has been repriced at \$37.57 per share.

As the result of an internal investigation of the Issuer's stock option grant practices, it was determined the accounting measurement date for certain stock option grants were incorrect. A part of this stock option grant has been repriced to reflect the fair market value of each share on the correct measurement date. The Reporting Person received a Grant of Employee Stock Option (Right to Buy) on September 26, 2001 for 72,000 shares of ACS Class A Common Stock \$0.01 par value at an Exercise Price of \$38.66 per share expiring on September 26, 2011. This stock option grant is fully vested. 14,000 of the 43,200 shares at the original exercise price of \$38.66 per share have been exercised. The Exercise Price for 28,800 shares has been repriced at \$44.87 per share.
- (4) Sale prices ranged from \$53.00 to \$53.33 as reported in Table I of this Form 4.

Remarks:

The exercise and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 Sales Plan adopted by the Reporting Person.

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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