Fairl William M Form 4 August 22, 2011

### FORM 4

## **OMB APPROVAL**

5. Relationship of Reporting Person(s) to

Issuer

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

CACI INTERNATIONAL INC /DE/

Symbol

1(b).

(Print or Type Responses)

Fairl William M

1. Name and Address of Reporting Person \*

			[CACI]				(Check all applicable)					
(Last) (First) (Middle) 1100 N. GLEBE ROAD		(Mon	3. Date of Earliest Transaction (Month/Day/Year) 08/18/2011				Director 10% Owner X Officer (give title Other (specify below) President, U.S. Operations					
A DI INCOMO	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting						
ARLINGTON, VA 22201 — Form filed by More than One Reporting Person												
(City)	(State)	(Zip)	able I - Non-l	Derivative	Secui	rities Acq	Acquired, Disposed of, or Beneficially Owned					
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Code ar) (Instr. 8)	4. Secur on(A) or D (Instr. 3,	(A)	ed of (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)				
CACI Common Stock	08/18/2011		M	4,505	A	(1)	26,459	D				
CACI Common Stock	08/18/2011		F	1,902	D	\$ 48.81	24,557	D				
CACI Common Stock	08/18/2011		M	6,128	A	<u>(2)</u>	30,685	D				
CACI Common	08/18/2011		F	2,587	D	\$ 48.81	28,098	D				

#### Stock

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. Transactio 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
CACI Common (Restricted Stock Units)	<u>(1)</u>	08/18/2011		M	4,505	08/18/2011 <u>(1)</u>	<u>(1)</u>	CACI Common Stock	4,505
CACI Common (Restricted Stock Units)	(2)	08/11/2011		M	6,128	08/18/2011(2)	(2)	CACI Common Stock	6,128

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Fairl William M

1100 N. GLEBE ROAD President, U.S. Operations

ARLINGTON, VA 22201

## **Signatures**

William M. 08/22/2011

\*\*Signature of Date
Reporting Person

Reporting Owners 2

### **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 8/18/11.
- (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 8/18/11.

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.