

Fairl William M  
Form 4/A  
February 24, 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)  
02/16/2012

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

ARLINGTON, VA 22201  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
02/23/2012

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
CACI Common Stock	02/16/2012 <sup>(4)</sup>		M		6,600 A \$ 49.36	38,190	D
CACI Common Stock	02/16/2012 <sup>(4)</sup>		D		5,485 <sup>(5)</sup> D \$ 59.4	32,705 <sup>(6)</sup>	D
CACI Common Stock	02/16/2012 <sup>(4)</sup>		M		18,180 A \$ 48.83	50,885 <sup>(6)</sup>	D
CACI Common	02/16/2012 <sup>(4)</sup>		D		14,945 <sup>(5)</sup> D \$ 59.4	35,940 <sup>(6)</sup>	D

Stock

CACI

Common 02/16/2012<sup>(4)</sup> F 1,402 D \$ 59.4 34,538 <sup>(6)</sup> D  
Stock

CACI

Common 02/21/2012 S 2,948 D \$ 59.53 31,590 <sup>(6)</sup> D  
Stock <sup>(3)</sup>

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.**

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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 Security (Instr. 3 and 4)
Stock Appreciation Right	\$ 49.36	02/16/2012 <sup>(4)</sup>		M	6,600	08/18/2011 <sup>(1)</sup> 08/17/2015	CACI Common 6
Stock Appreciation Right	\$ 48.83	02/16/2012 <sup>(4)</sup>		M	18,180	07/01/2011 <sup>(2)</sup> 07/01/2014	CACI Common 1

## Reporting Owners

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

## Signatures

William M. Fairl 02/24/2012

\_\_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) 2,200 exercisable 8/18/09, 8/18/10 and 8/18/11
- (2) 3,030 exercisable 7/1/09, 6,060 exercisable 7/1/10, 9,090 exercisable 7/1/11
- (3) Sale pursuant to Mr. Fairl's 10b5-1Plan
- (4) Mr. Fairl's 2/16/12 stock exercise filing is late due to an administrative error.
- (5) Erroneously double-counted shares for taxes
- (6) Revised total shares owned

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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