FERNANDES GARY J

Form 4 April 04, 2011

FORM 4

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

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 * FERNANDES GARY J

> (First) (Middle)

ONE CA PLAZA

(Last)

(Instr. 3)

(Street)

ISLANDIA, NY 11749

2. Issuer Name and Ticker or Trading

Symbol

CA, INC. [CA] 3. Date of Earliest Transaction

(Month/Day/Year) 03/31/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

X_ Director 10% Owner Other (specify Officer (give title below)

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

(City) (State) (Zip)

1.Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year)

(Month/Day/Year) Execution Date, if

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5) (A)

Owned Following Reported Transaction(s) (Instr. 3 and 4)

Persons who respond to the collection of

required to respond unless the form

Code V Amount (D) Price

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

SEC 1474 information contained in this form are not (9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

displays a currently valid OMB control number.

or

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 7. Title and Amount of 4 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise Code Securities Acquired (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) (A) or Disposed of

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	Derivative Security			(D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Deferred Stock Units (1)	(2)	03/31/2011	A		2,998.3457		<u>(1)</u>	<u>(1)</u>	Common Stock, \$.10 par value	2,998.34

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FERNANDES GARY J

ONE CA PLAZA X

ISLANDIA, NY 11749

Signatures

/s/ Gary J. Fernandes by Brandt Schmidt as attorney-in-fact

04/04/2011

**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) Issued under the 2003 Compensation Plan for Non-Employee Directors and to be settled by issuance of shares of Common Stock either in a lump sum or in installments following termination of service as a director.
- (2) Deferred Stock Units are convertible into Common Stock on a one-for-one basis.
- (3) Under the 2003 Compensation Plan for Non-Employee Directors, the director fees are paid quarterly in Deferred Stock Units except that a director may elect annually to receive up to 50% of the next Plan Year's fees in cash.
- (4) Includes Deferred Stock Units having similar terms issued under the Company's prior compensation plans for non-employee directors and also includes any accrued dividends on such Deferred Stock Units that are payable in additional Deferred Stock Units.

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.

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