

AFFILIATED COMPUTER SERVICES INC
 Form 4
 June 01, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
 DEASON DARWIN

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)
 05/29/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board / See Remarks

DALLAS, TX 75204
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock \$0.01 par value					2,132,894	D	
Class B Common Stock \$0.01 par value					6,599,372	D	
Class A Common Stock \$0.01 par value					7,470	I	ESP Plan

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

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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 Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Employee Stock Option (Right to Buy)	\$ 35.75	05/29/2009		D		240,000		(1)	07/23/2012	Class A Common Stock
Employee Stock Option (Right to Buy)	\$ 37.57	05/29/2009		A	240,000			(1)	07/23/2012	Class A Common

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEASON DARWIN 2828 N. HASKELL AVENUE DALLAS, TX 75204	X		Chairman of the Board	See Remarks

Signatures

/s/ Tas Panos,
Attorney-in-Fact

05/29/2009

**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

(1) 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.

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- (2) In connection with the final approval of the settlement of the derivative lawsuit in the District Court of Dallas County Texas, Texas, 193rd Judicial District, the Exercise Price for 240,000 shares of ACS Class A Common Stock \$0.01 par value under this Grant of Employee Stock Option (Right to Buy), which was received on July 23, 2002, has been repriced at \$37.57 per share. The Exercise Price of the remaining 360,000 shares under this Grant of Employee Stock Option (Right to Buy) was previously repriced at \$37.57 per share.

Remarks:

The reporting person owns less than 10% of the registered shares of the Issuer, but owns more than 10% of the total voting power.

Exhibit 24 - Power of Attorney

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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