

Fairl William M
Form 4
February 23, 2012

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 *
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)

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)	(A) or (D)	5. Amount or Price	6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
CACI Common Stock	02/16/2012 ⁽⁴⁾		M	6,600	A	\$ 49.36	38,190	D
CACI Common Stock	02/16/2012 ⁽⁴⁾		D	5,845	D	\$ 59.4	32,345	D
CACI Common Stock	02/16/2012 ⁽⁴⁾		M	18,180	A	\$ 48.83	50,525	D
CACI Common	02/16/2012 ⁽⁴⁾		D	15,987	D	\$ 59.4	34,538	D

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Stock

CACI

Common 02/16/2012⁽⁴⁾ F 1,402 D \$ 59.4 33,136 D
Stock

CACI

Common 02/21/2012 S 2,948 D \$ 59.53 30,188 D
Stock ⁽³⁾

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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Stock Appreciation Right	\$ 49.36	02/16/2012 ⁽⁴⁾		M	6,600	08/18/2011 ⁽¹⁾	08/17/2015	CACI Common	6
Stock Appreciation Right	\$ 48.83	02/16/2012 ⁽⁴⁾		M	18,180	07/01/2011 ⁽²⁾	07/01/2014	CACI Common	18,180

Reporting Owners

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

Signatures

William M. Fairl 02/23/2012

__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.

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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