

CA, INC.
Form 4
June 13, 2016

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 *
FLAHERTY LAUREN PATRICIA

(Last) (First) (Middle)
520 MADISON AVENUE
(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CA, INC. [CA]

3. Date of Earliest Transaction (Month/Day/Year)
06/09/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP, Chief Marketing Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock, \$.10 par value | 06/09/2016 | | M | | 31,935 A \$ 30.45 | 117,391 | D |
| Common Stock, \$.10 par value | 06/09/2016 | | M | | 25,296 A \$ 30.12 | 142,687 | D |
| Common Stock, \$.10 par value | 06/09/2016 | | M | | 125,319 A \$ 30.12 | 268,006 | D |

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| | | | | | | | | |
|--------------------------------|------------|---|---------|---|--------------------------------------|---------|---|----------------------------|
| Common Stock, \$0.10 par value | 06/09/2016 | S | 182,550 | D | \$ 32.76 <u>(1)</u> <u>(2)</u> | 85,456 | D | |
| Common Stock, \$0.10 par value | | | | | | 469.892 | I | 401(k) Plan ⁽³⁾ |

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

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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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option (right to buy) | \$ 30.45 | 06/09/2016 | | M | 31,935 | <u>(4)</u> 05/29/2025 | Common Stock, \$0.10 par value 31,935 |
| Employee Stock Option (right to buy) | \$ 30.12 | 06/09/2016 | | M | 25,296 | <u>(5)</u> 08/01/2023 | Common Stock, \$0.10 par value 25,296 |
| Employee Stock Option (right to buy) | \$ 30.12 | 06/09/2016 | | M | 125,319 | <u>(5)</u> 08/01/2023 | Common Stock, \$0.10 par value 125,319 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FLAHERTY LAUREN PATRICIA
520 MADISON AVENUE
NEW YORK, NY 10022

EVP, Chief Marketing Officer

Signatures

/s/ Lauren P. Flaherty by Lawrence M. Egan, Jr. as
attorney-in-fact

06/13/2016

__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) Indicates the weighted average sale price of multiple sales effected on the transaction date. Sale prices ranged from \$32.750 to \$32.820 inclusive.
- (2) The undersigned will provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) Shares held in the CA Savings Harvest Plan, a 401(k) Plan. Information presented as of June 10, 2016.
- (4) The option vests over three years as follows: 34% on May 29, 2016, 33% on May 29, 2017 and 33% on May 29, 2018.
- (5) The option vests over three years as follows: 34% on August 1, 2014, 33% on August 1, 2015 and 33% on August 1, 2016.

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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