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COMPUTER ASSOCIATES INTERNATIONAL INC

Form 424B3

January 27, 2003

PROSPECTUS SUPPLEMENT NO. 1 TO PROSPECTUS DATED JANUARY 15, 2003
 OF
 COMPUTER ASSOCIATES INTERNATIONAL, INC.
 RELATING TO
 RESALES BY SELLING SECURITYHOLDERS
 OF
 5% CONVERTIBLE SENIOR NOTES
 AND SHARES OF COMMON STOCK ISSUABLE UPON CONVERSION OF THE SENIOR NOTES

This Prospectus Supplement supplements the Prospectus dated January 15, 2003 (the "Prospectus"). This Prospectus Supplement should be read in conjunction with the Prospectus, which is to be delivered by selling securityholders to prospective purchasers along with this Prospectus Supplement.

1. SELLING HOLDERS

THE INFORMATION IN THE FOLLOWING TABLE SUPERSEDES IN PART AND SUPPLEMENTS THE INFORMATION IN THE RELEVANT SECTION IN THE PROSPECTUS.

| SELLING HOLDER | AGGREGATE PRINCIPAL AMOUNT OF NOTES BENEFICIALLY OWNED AND OFFERED | SHARES OF COMMON STOCK BENEFICIALLY OWNED | SHARES OF COMMON STOCK OFFERED |
|--|---|---|---|
| Banc of America Securities LLC..... | \$11,690,000 | 480,278 | 480,278 |
| BN Convertible Securities Top Fund(1).... | 350,000 | 14,379 | 14,379 |
| BP Amoco PLC Master Trust(4)..... | 1,217,000 | 49,999 | 49,999 |
| Canyon Capital Arbitrage Master Fund, Ltd.(2)..... | 12,450,000 | 511,503 | 511,503 |
| Canyon Value Realization Fund (Cayman), Ltd.(3)..... | 17,135,000 | 703,984 | 703,984 |
| Canyon Value Realization Mac 18, Ltd. (RMF)(2)..... | 2,845,000 | 116,885 | 116,885 |
| Canyon Value Realization Fund L.P.(2).... | 9,070,000 | 372,637 | 372,637 |
| The Estate of James Campbell(4)..... | 278,000 | 11,421 | 11,421 |
| Federated Rural Electric Insurance Exchange(1)..... | 600,000 | 24,650 | 24,650 |
| Field Holdings(1)..... | 60,000 | 2,465 | 2,465 |
| Gulf Investment Corporation(1)..... | 340,000 | 13,968 | 13,968 |
| The Hotel Union & Hotel Industry of Hawaii Pension Plan(4)..... | 380,000 | 15,612 | 15,612 |
| Indiana Lumbermens Mutual Insurance Company(1)..... | 450,000 | 18,488 | 18,488 |
| The James Campbell Corporation(4)..... | 230,000 | 9,449 | 9,449 |
| Lehman Brothers Inc..... | 3,270,000 | 134,346 | 134,346 |
| Michigan Mutual Insurance Company(1).... | 500,000 | 20,542 | 20,542 |
| Sphinx Convertible Arb Fund SPC(4)..... | 263,000 | 10,805 | 10,805 |
| United National Insurance Company(1).... | 800,000 | 32,867 | 32,867 |
| Viacom Inc. Pension Plan Master Trust(4)..... | 37,000 | 1,520 | 1,520 |
| Zazove Convertible Arbitrage Fund, LP.(1)..... | 2,000,000 | 82,169 | 82,169 |
| Zurich Institutional Benchmarks Master | | | |

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|--|-----------|--------|--------|
| Fund Ltd(1)..... | 1,000,000 | 41,084 | 41,084 |
| Zurich Institutional Benchmarks Master Fund Ltd(4)..... | 2,000,000 | 82,169 | 82,169 |

- (1) Zazove Associates LLC is the registered investment advisor with discretionary authority to exercise voting and investment control over any shares of Common Stock issuable upon conversion of the Notes owned by this selling holder. Gene T. Pretti is the Chief Executive Officer of Zazove Associates LLC.
- (2) Canyon Capital Advisers, LLC exercises voting and investment control over any shares of Common Stock issuable upon conversion of the Notes owned by this selling holder. Joshua S. Friedman, Mitchell R. Julis, R. Christian B. Evensen and K. Robert Turner are the partners of Canyon Capital Advisers, LLC.
- (3) Joshua S. Friedman, Mitchell R. Julis and R. Christian B. Evenson exercise voting and investment control over any shares of Common Stock issuable upon conversion of the Notes owned by this selling holder.
- (4) SSI Investment Management has voting and investment control over any shares of Common Stock issuable upon conversion of the Notes owned by this selling holder. The majority shareholders of SSI Investment Management are John Gottfurcht, Amy Jo Gottfurcht and George Douglas.

2. PLAN OF DISTRIBUTION

THE FOLLOWING SENTENCE SUPERSEDES IN PART AND SUPPLEMENTS THE INFORMATION IN THE SIXTH PARAGRAPH IN THE RELEVANT SECTION IN THE PROSPECTUS.

The following selling holders are underwriters within the meaning of the Securities Act: Banc of America Securities, LLC, Deutsche Bank Securities Inc., Goldman, Sachs & Co., Jefferies & Company Inc., JP Morgan Securities, Inc., Lehman Brothers Inc., Salomon Smith Barney, Inc., UBS AG Cvt Prop, UBS Warburg LLC, Van Kampen Equity Income Fund and Weiss, Peck & Greer, LLC.

Prospectus Supplement dated January 27, 2003.