

CACI INTERNATIONAL INC /DE/  
Form 4  
August 21, 2012

**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 \*  
MUTRYN THOMAS A

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)  
08/17/2012

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
Exec VP & CFO

ARLINGTON, VA 22201

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

(City) (State) (Zip)

**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		
					Price		
CACI Common Stock	08/17/2012			M	2,695	A	23,870
CACI Common Stock	08/17/2012			F	955	D	\$ 22,915
CACI Common Stock	08/17/2012			M	2,625	A	25,540
CACI Common	08/17/2012			F	1,192	D	\$ 24,348
							52.16

Stock

CACI  
Common Stock 08/17/2012 M 8,985 A (3) 33,333 D

CACI  
Common Stock 08/17/2012 F 3,626 D \$ 52.16 29,707 D

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.**

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
CACI Common (Restricted Stock Units)	(1)	08/17/2012		M	2,695	08/17/2012(1)	(1)	CACI Common	2,695
CACI Common (Restricted Stock Units)	(2)	08/17/2012		M	2,625	08/17/2012(2)	(2)	CACI Common	2,625
CACI Common (Restricted Stock Units)	(3)	08/17/2012		M	8,985	08/17/2012(3)	(3)	CACI Common	8,985

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUTRYN THOMAS A 1100 N. GLEBE ROAD ARLINGTON, VA 22201			Exec VP & CFO	

## Signatures

Thomas A. Mutryn	08/21/2012
**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) On 8/18/08 Mr. Mutryn was granted Restricted Stock Units that convert into 2,695 shares of common stock on a 1 for 1 basis. These restricted stock units vested on 8/18/12.
  - (2) On 11/20/08 Mr. Mutryn was granted Restricted Stock Units that convert into 2,625 shares of common stock on a 1 for 1 basis. These restricted stock units vested on 8/18/12.
  - (3) On 8/18/09 Mr. Mutryn was granted Restricted stock units that convert into 8,985 shares of common stock on a 1 for 1 basis. These restricted stock units vested on 8/18/12.

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.