

Fairl William M  
 Form 4  
 September 14, 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 \*  
 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)  
 09/12/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ 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 (Instr. 4)
CACI Common Stock	09/12/2012		M	25,000	A	\$ 48.83	44,408	D
CACI Common Stock	09/12/2012		D	22,188	D	\$ 55.02	22,220	D
CACI Common Stock	09/12/2012		M	12,120	A	\$ 48.83	34,340	D
CACI Common	09/12/2012		D	10,757	D	\$ 55.02	23,583	D

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Stock								
CACI Common Stock	09/12/2012		M	2,200	A	\$ 49.36	25,783	D
CACI Common Stock	09/12/2012		D	1,974	D	\$ 55.02	23,809	D
CACI Common Stock	09/12/2012		F	1,740	D	\$ 55.02	22,069	D
CACI Common Stock	09/13/2012		S	<u>13,666</u> (1)	D	\$ 55.9	8,403	D
CACI Common Stock	09/14/2012		S	<u>5,742</u> (1)	D	\$ 55.9	2,661	D
CACI Common Stock	09/14/2012		S	<u>2,661</u> (1)	D	\$ 56.05	0	D

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

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**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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 48.83	09/12/2012		M	37,120	07/01/2012	07/01/2014	CACI Common	37,120
Stock Appreciation Right	\$ 49.36	09/12/2012		M	2,200	08/18/2012	08/17/2015	CACI Common	2,200

## Reporting Owners

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

## Signatures

William M.  
Fairl  
09/14/2012

    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) Sale pursuant to Mr. Fairl's 10b5-1 Plan.

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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