

CA, INC.
Form 4
October 29, 2013

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 *
FISCHER GEORGE J

(Last) (First) (Middle)

ONE CA PLAZA

(Street)

ISLANDIA, NY 11749

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/28/2013

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 & GRP EXEC, WW SALES & SER

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 | (A) or (D) | Price |
| Common Stock, \$.10 par value | 10/28/2013 | | M | | 43,082 | A | \$ 21.77 |
| | | | | | 140,050 | | |
| Common Stock, \$.10 par value | 10/28/2013 | | M | | 22,480 | A | \$ 21.78 |
| | | | | | 162,530 | | |
| Common Stock, \$.10 par value | 10/28/2013 | | S | | 65,562 | D | \$ 31.252 |
| | | | | | 96,968 | | |

Common Stock, \$.10 par value 33.54 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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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 or Number of Shares |
| Employee Stock Option (right to buy) | \$ 21.77 | 10/28/2013 | | M | 43,082 | ⁽⁴⁾ 08/02/2016 | Common Stock, \$.10 par value 43,082 |
| Employee Stock Option (right to buy) | \$ 21.78 | 10/28/2013 | | M | 22,480 | ⁽⁵⁾ 06/14/2018 | Common Stock, \$.10 par value 22,480 |

Reporting Owners

Reporting Owner Name / Address

Relationships

FISCHER GEORGE J
ONE CA PLAZA
ISLANDIA, NY 11749

EVP & GRP EXEC, WW SALES & SER

Director 10% Owner Officer Other

Signatures

/s/ George J. Fischer by C.H.R. DuPree as attorney-in-fact

10/29/2013

__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 sales effected on the transaction date. Sale prices ranged from \$31.250 to \$31.258.
- (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 October 28, 2013.
- (4) This option became exercisable over a three-year period as follows: 34% on August 2, 2007, 33% on August 2, 2008 and 33% on August 2, 2009.
- (5) The option becomes exercisable over three years as follows: 34% on June 14, 2012, 33% on June 14, 2013 and 33% on June 14, 2014.

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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