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AFFILIATED COMPUTER SERVICES INC
 Form 424B3
 October 12, 2001

Prospectus Supplement #2
 (To Prospectus Dated May 29, 2001)

Filed pursuant to Rule 424(b) (3)
 Registration No. 333-58038

AFFILIATED COMPUTER SERVICES, INC.

\$316,990,000

3.50% Convertible Subordinated Notes due February 15, 2006 and
 3,649,094 Shares of Class A Common Stock, \$0.01 Par Value Per Share,
 Issuable Upon Conversion of the Notes

This prospectus supplement relates to the resale by the holders of
 Affiliated Computer Services, Inc. 3.50% Convertible Subordinated Notes Due
 February 15, 2006 and 3,649,094 shares of Class A Common Stock, \$0.01 par value
 per share, issuable upon conversion of the notes.

This prospectus supplement should be read in conjunction with, and may
 not be delivered or utilized without, the prospectus dated May 29, 2001 relating
 to such notes and shares, including any amendments or supplements thereto. The
 terms of the notes are set forth in the prospectus.

The information in the table appearing under the heading "Selling
 Securityholders" in the prospectus is amended by (1) adding the information
 below with respect to persons not previously listed in the prospectus or in any
 amendments or supplements thereto, and (2) superceding the information with
 respect to persons previously listed in the prospectus or in any amendments or
 supplements thereto that are specified below:

| NAME OF SELLING SECURITYHOLDER | PRINCIPAL AMOUNT OF NOTES BENEFICIALLY OWNED AND OFFERED HEREBY | NUMBER OF SHARES OF BENEFICIALLY OWNED (1) | OF H |
|--|--|--|---------|
| ----- | ----- | ----- | ----- |
| NOT PREVIOUSLY LISTED | | | |
| Bancroft Convertible Fund, Inc..... | \$ 1,000,000 | 11,511 | |
| Bankers Life Insurance Company of New York..... | 55,000 | 633 | |
| Convertible Securities Fund..... | 200,000 | 2,302 | |
| Ellsworth Convertible Growth and Income Fund, Inc..... | 1,000,000 | 11,511 | |
| Motion Pictures Industry..... | 616,000 | 7,091 | |
| Nations Convertible Securities Fund..... | 4,800,000 | 55,256 | |
| Nicholas Applegate Global Holdings Co. LP..... | 35,000 | 402 | |
| Stichting PVF Trust Nederland..... | 3,750,000 | 43,168 | |
| Wake Forest Convertible Arbitrage..... | 425,000 | 4,892 | |
| UBS Warburg LLC..... | 2,763,000 | 31,806 | |

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PREVIOUSLY LISTED

| | | | |
|---|------------|---------|---|
| BBT Fund, L.P..... | 13,000,000 | 149,652 | 1 |
| Credit Suisse First Boston Corporation..... | 9,895,000 | 113,908 | 1 |
| Goldman Sachs and Company..... | 7,500,000 | 86,337 | |
| Transamerica Life Insurance and Annuity Co..... | 7,000,000 | 80,581 | |

- (1) These shares of Class A Common Stock are issuable upon conversion of the notes.

The date of this prospectus supplement is October 12, 2001