

COMPUTER ASSOCIATES INTERNATIONAL INC
 Form 4
 April 13, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 O'Neill Una

(Last) (First) (Middle)

C/O COMPUTER ASSOC.
 INTERNATIONAL, INC., ONE
 COMPUTER ASSOCIATES
 PLAZA

(Street)

ISLANDIA, NY 11749

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 COMPUTER ASSOCIATES
 INTERNATIONAL INC [CA]

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/11/2005

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)
 Senior V.P & Gen. Manager

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 | (D) | Price |
| Common Stock, \$0.10 par value | 04/11/2005 | | A | | 23,795 | A | <u>(1)</u> 44,705.7231 |
| Common Stock, \$0.10 par value | | | | | 831.785 | I | 401(k) Plan <u>(2)</u> |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right To Buy) | \$ 27.23 | 04/11/2005 | | A | 23,795 | <u>(3)</u> 04/11/2015 | Common Stock, \$0.10 par value 23,795 |
| Employee Stock Option (Right to Buy) | \$ 32.8 | 04/11/2005 | | A | 23,795 | <u>(3)</u> 04/11/2015 | Common Stock, \$0.10 par value 23,795 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ONeill Una C/O COMPUTER ASSOC. INTERNATIONAL, INC. ONE COMPUTER ASSOCIATES PLAZA ISLANDIA, NY 11749 | | | Senior V.P & Gen. Manager | |

Signatures

Joshua DeRienzi, by power of attorney 04/13/2005

**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) The shares represent restricted stock that vests over a three year period as follows: 33 1/3% on April 11, 2006, 33 1/3% on April 11, 2007 and 33 1/3% on April 11, 2008.
- (2) Shares held in the Computer Associates Savings Harvest Plan, a 401(k) Plan. Information presented as of April 11, 2005.
- (3) The option becomes exercisable over a three year period as follows: 33 1/3% on April 11, 2006, 33 1/3% on April 11, 2007 and 33 1/3% on April 11, 2008.

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.