

CA, INC.
Form 4
January 24, 2014

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 *
Olli Amy Fliegelman

(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)
01/23/2014

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 & GENERAL COUNSEL

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: Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, \$.10 par value	01/23/2014		M	41,876 A	\$ 23.88 99,469	D	
Common Stock, \$.10 par value	01/23/2014		M	22,149 A	\$ 21.78 121,618	D	
Common Stock, \$.10 par value	01/23/2014		M	16,488 A	\$ 25.24 138,106	D	

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Common Stock, \$.10 par value	01/23/2014	M	10,309	A	\$ 24.41	148,415	D
Common Stock, \$.10 par value	01/23/2014	S	90,822	D	\$ 33.674 <u>(1) (2)</u>	57,593	D

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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 23.88	01/23/2014		M	41,876	<u>(3)</u> 10/15/2016	Common Stock, \$.10 par value	41,876
Employee Stock Option (right to buy)	\$ 21.78	01/23/2014		M	22,149	<u>(4)</u> 06/14/2018	Common Stock, \$.10 par value	22,149
Employee Stock Option (right to buy)	\$ 25.24	01/23/2014		M	16,488	<u>(5)</u> 05/22/2019	Common Stock, \$.10 par value	16,488
Employee Stock Option (right to	\$ 24.41	01/23/2014		M	10,309	<u>(5)</u> 05/22/2019	Common Stock, \$.10 par value	10,309

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Olli Amy Fliegelman ONE CA PLAZA ISLANDIA, NY 11749			EVP & GENERAL COUNSEL	

Signatures

/s/ Amy Fliegelman Olli by C.H.R. DuPree as attorney-in-fact

01/24/2014

__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 \$33.535 to \$33.810.
- (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) The option became exercisable over three years as follows: 34% on October 15, 2007, 33% on October 15, 2008 and 33% on October 15, 2009.
- (4) 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.
- (5) The option becomes exercisable over three years as follows: 34% on May 22, 2013, 33% on May 22, 2014 and 33% on May 22, 2015.

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.