

MUTRYN THOMAS A
Form 4
August 22, 2011

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 *
MUTRYN THOMAS A

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)
08/18/2011

____ Director
 Officer (give title below) _____ Other (specify below)
Exec VP & CFO

ARLINGTON, VA 22201

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

(City) (State) (Zip)

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 | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|--|-----------------------------------|
| CACI Common Stock | 08/18/2011 | | M | 2,695 | A | 14,982 | | D | |
| CACI Common Stock | 08/18/2011 | | F | 948 | D | \$ 48.81 | 14,034 | D | |
| CACI Common Stock | 08/18/2011 | | M | 2,625 | A | 16,659 | | D | |
| CACI Common | 08/18/2011 | | F | 923 | D | \$ 48.81 | 15,736 | D | |

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Stock

CACI
Common Stock 08/18/2011 M 8,985 A (3) 24,721 D

CACI
Common Stock 08/18/2011 F 3,159 D \$ 48.81 21,562 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 | |
| CACI Common (Restricted Stock Units) | (1) | 08/18/2011 | | M | 2,695 | 08/18/2011(1) | (1) | CACI Common | 2,695 |
| CACI Common (Restricted Stock Units) | (2) | 08/18/2011 | | M | 2,625 | 08/18/2011(2) | (2) | CACI Common | 2,625 |
| CACI Common (Restricted Stock Units) | (3) | 08/18/2011 | | M | 8,985 | 08/18/2011(3) | (3) | CACI Common | 8,985 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| MUTRYN THOMAS A 1100 N. GLEBE ROAD ARLINGTON, VA 22201 | | | Exec VP & CFO | |

Signatures

Thomas A.
Mutryn

08/22/2011

__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) On 8/18/08 Mr. Mutryn was granted Restricted Stock Units that convert into 2,269 shares of common stock on a 1 for 1 basis. These restricted stock units vested on 8/18/11.
 - (2) On 11/20/08 Mr. Mutryn was granted Restricted Stock Units that convert into 2,625 shares of common stock on a 1 for 1 basis These restricted stock units vested on 8/18/11.
 - (3) On 8/18/09 Mr. Mutryn was granted Restricted stock units that convert into 8,985 shares of common stock on a 1 for 1 basis. These restricted stock units vested on 8/18/11.

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.