

CACI INTERNATIONAL INC /DE/

Form 4

July 25, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Fairl William M2. Issuer Name **and** Ticker or Trading
Symbol
CACI INTERNATIONAL INC /DE/
[CAI]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)
07/21/2006☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Executive Vice President

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)	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 Indirect Beneficial Ownership (Instr. 4)
CACI Common	06/30/2006		A	V 129.97 A (2)	4,816.6117	I	CACI 401(K) Plan

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.**SEC 1474
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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
CACI Common (Restricted Shares)	\$ 54.39	07/21/2006		A		3,275		07/20/2009	<u>(1)</u>	CACI Common	3,275
CACI Common (Right to Buy)	\$ 54.39	07/21/2006		A		1,390		07/20/2008	07/20/2013	CACI Common	1,390
CACI Common (Right to Buy)	\$ 54.39	07/21/2006		A		2,780		07/20/2009	07/20/2013	CACI Common	2,780
CACI Common (Right to Buy)	\$ 54.39	07/21/2006		A		4,170		07/20/2010	07/20/2013	CACI Common	4,170
CACI Common (Right to Buy)	\$ 54.39	07/21/2006		A		5,560		07/20/2011	07/20/2013	CACI Common	5,560

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Fairl William M 1100 N. GLEBE ROAD ARLINGTON, VA 22201	X Executive Vice President

Signatures

William M.
Fairl 07/25/2006

**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) Shares vest in 36 months

(2) Between April 1, 2006 and June 30, 2006, Mr. Fairl acquired 129.97 shares of CACI Common Stock under the CACI 401(K) Plan. The information is based on a plan statement dated as of June 30, 2006.

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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