

CACI INTERNATIONAL INC /DE/
Form 4
September 26, 2006

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 *
WAECHTER STEPHEN L

2. 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)
05/31/2002

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. VP & CFO

ARLINGTON, VA 22201
(City) (State) (Zip)

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

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-------------------------------------|------------------------------|---------------------------|------------|---|------|---|-----|-----|------------------|-----------------|-------------|----------------------------|
| CACI Common (Right to Buy) | \$ 32.86 | 05/30/2002 ⁽²⁾ | A | 1,000 | | | | | 05/29/2007 | 05/29/2012 | CACI Common | 1,000 |
| CACI Common (Right to Buy) | \$ 56.96 | 01/02/2006 ⁽²⁾ | A | 200 | | | | | 01/01/2008 | 01/01/2013 | CACI Common | 200 |
| CACI Common (Right to Buy) | \$ 56.63 | 08/03/2006 ⁽²⁾ | A | 974 | | | | | 08/02/2011 | 08/02/2013 | CACI Common | 974 |
| CACI Common (Restricted Stock Unit) | \$ 49.27 ⁽³⁾ | 08/22/2006 ⁽²⁾ | A | 682 | | | | | 08/21/2009 | ⁽¹⁾ | CACI Common | 682 |

Reporting Owners

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

Signatures

Stephen L.
Waechter

09/26/2006

**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) This Statement of Change in Beneficial Ownership was not submitted when originally required due to a clerical omission. The transaction date above represents the effective date of the grant for which this report is submitted.

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- (3) Net price to participant is based on provisions of the Management Stock Purchase Plan. Under that Plan, the participant is entitled to a 5 percent discount (Market \$51.86 x 95% = \$49.27).

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.