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AFFILIATED COMPUTER SERVICES INC

Form 424B3

October 12, 2001

Prospectus Supplement #2
(To Prospectus Dated May 29, 2001)

Filed pursuant to Rule 424(b) (3)
Registration No. 333-58038

AFFILIATED COMPUTER SERVICES, INC.

\$316,990,000

3.50% Convertible Subordinated Notes due February 15, 2006 and
3,649,094 Shares of Class A Common Stock, \$0.01 Par Value Per Share,
Issuable Upon Conversion of the Notes

This prospectus supplement relates to the resale by the holders of Affiliated Computer Services, Inc. 3.50% Convertible Subordinated Notes Due February 15, 2006 and 3,649,094 shares of Class A Common Stock, \$0.01 par value per share, issuable upon conversion of the notes.

This prospectus supplement should be read in conjunction with, and may not be delivered or utilized without, the prospectus dated May 29, 2001 relating to such notes and shares, including any amendments or supplements thereto. The terms of the notes are set forth in the prospectus.

The information in the table appearing under the heading "Selling Securityholders" in the prospectus is amended by (1) adding the information below with respect to persons not previously listed in the prospectus or in any amendments or supplements thereto, and (2) superceding the information with respect to persons previously listed in the prospectus or in any amendments or supplements thereto that are specified below:

NAME OF SELLING SECURITYHOLDER	PRINCIPAL AMOUNT OF NOTES BENEFICIALLY OWNED AND OFFERED HEREBY	NUMBER OF SHARES OF BENEFICIALLY OWNED (1)	OF H
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NOT PREVIOUSLY LISTED			
Bancroft Convertible Fund, Inc.....	\$ 1,000,000	11,511	
Bankers Life Insurance Company of New York.....	55,000	633	
Convertible Securities Fund.....	200,000	2,302	
Ellsworth Convertible Growth and Income Fund, Inc.....	1,000,000	11,511	
Motion Pictures Industry.....	616,000	7,091	
Nations Convertible Securities Fund.....	4,800,000	55,256	
Nicholas Applegate Global Holdings Co. LP.....	35,000	402	
Stichting PVF Trust Nederland.....	3,750,000	43,168	
Wake Forest Convertible Arbitrage.....	425,000	4,892	
UBS Warburg LLC.....	2,763,000	31,806	

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PREVIOUSLY LISTED

BBT Fund, L.P.....	13,000,000	149,652	1
Credit Suisse First Boston Corporation.....	9,895,000	113,908	1
Goldman Sachs and Company.....	7,500,000	86,337	
Transamerica Life Insurance and Annuity Co.....	7,000,000	80,581	

- (1) These shares of Class A Common Stock are issuable upon conversion of the notes.

The date of this prospectus supplement is October 12, 2001