

Gupta Yogesh K
Form 4
November 08, 2005

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 *
Gupta Yogesh K

2. Issuer Name and Ticker or Trading Symbol
COMPUTER ASSOCIATES INTERNATIONAL INC [CA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/04/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & CTO

ONE COMPUTER ASSOCIATES PLAZA

(Street)

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

ISLANDIA, NY 11749

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock, \$.10 par value | 11/04/2005 | | M | A | 13,199 | \$ 13.83 | 47,230.1562 D |
| Common Stock, \$.10 par value | 11/04/2005 | | S | D | 9,599 | \$ 29.07 | 37,631.1562 D |
| Common Stock, \$.10 par value | 11/04/2005 | | S | D | 3,600 | \$ 29.08 | 34,031.1562 D |
| Common | | | | | | | 2,974.217 I 401(k) |

Stock, \$.10
par value

Plan ⁽¹⁾

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 13.83 | 11/04/2005 | | M | 12,358 | <u>(2)</u> 03/28/2013 | Common Stock, \$.10 par value | 12,358 | |
| Employee Stock Option (right to buy) | \$ 13.83 | 11/04/2005 | | M | 841 | <u>(2)</u> 03/28/2013 | Common Stock, \$.10 par value | 841 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Gupta Yogesh K
ONE COMPUTER ASSOCIATES PLAZA
ISLANDIA, NY 11749

SVP & CTO

Signatures

/s/ Lawrence Egan, by power of attorney

11/08/2005

**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 held in the Computer Associates Savings Harvest Plan, a 401(k) Plan. Information presented as of November 4, 2005.

(2) The options became exercisable over a three year period as follows: 34% on March 28, 2004; 33% on March 28, 2005 and the remaining 33% on March 28, 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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