

CACI INTERNATIONAL INC /DE/

Form 4

August 20, 2008

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 *
LONDON J PHILLIP

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)

ARLINGTON, VA 22201

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
08/16/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| CACI Common Stock | 08/16/2008 | | M | | | 6,268 | A | \$ 49.36 | 53,218 | D | |
| CACI Common Stock | 08/16/2008 | | F | | | 2,296 | D | \$ 49.36 | 50,922 | D | |
| CACI Common Stock | 08/16/2008 | | M | | | 8,200 | A | \$ 49.36 | 59,122 | D | |
| CACI Common | 08/16/2008 | | F | | | 2,641 | D | \$ 49.36 | 56,481 | D | |

Stock

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 | | 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 |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|-----|--|---|----------------------------|
| | | | | | (A) | (D) | | | |
| Restricted Stock Unit | (1) | 08/16/2008 | | M | 6,268 | | 08/16/2008(1) | (1) | CACI Common Stock 6,268 |
| Restricted Stock Unit | (2) | 08/16/2008 | | M | 8,200 | | 08/16/2008(2) | (2) | CACI Common Stock 8,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LONDON J PHILLIP 1100 N. GLEBE ROAD ARLINGTON, VA 22201 | | | X | |

Signatures

J. Phillip
London 08/20/2008

**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 August 17, 2005, Dr. London was granted restricted stock units that convert into 6,268 shares of common stock on a 1 for 1 basis upon vesting 36 months after grant. These restricted stock units vested on August 16, 2008.
- (2) On February 21, 2006, Dr. London was granted restricted stock units that convert into 8,200 shares of common stock on a 1 for 1 basis upon vesting. These restricted stock units vested on August 16, 2008.

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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