

Gupta Yogesh K
Form 4
February 03, 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)
02/01/2005

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP & Chief Technology Officer

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)
			Code	V	Amount or Price		
Common Stock, \$.10 par value	02/01/2005		M		5,062 A \$ 19.333	25,975.1562	D
Common Stock, \$.10 par value	02/01/2005		M		13,602 A \$ 13.83	39,577.1562	D
Common Stock, \$.10 par	02/01/2005		S		5,930 D \$ 27.61	33,647.1562	D

value

Common Stock, \$.10 par value 02/01/2005 S 12,734 D \$ 27.62 20,913.1562 D

Common Stock, \$.10 par value 2,751.207 I 401(k) Plan ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security (Instr. 3 and 4)
Employee Stock Option (right to buy)	\$ 19.333	02/01/2005		M	5,062	05/22/2000 ⁽²⁾ 05/21/2005	Common Stock, \$.10 par value 5,062
Employee Stock Option (right to buy)	\$ 13.83	02/01/2005		M	13,602	03/28/2004 ⁽³⁾ 03/28/2013	Common Stock, \$.10 par value 13,602

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gupta Yogesh K ONE COMPUTER ASSOCIATES PLAZA			SVP & Chief Technology Officer	

ISLANDIA, NY 11749

Signatures

Joshua DeRienzi, as
attorney-in-fact

02/03/2005

__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 February 1, 2005.
- (2) The option vested over a five year period and became fully exercisable on May 22, 2000.
- (3) The option became exercisable as to 13,602 shares on March 28, 2004, becomes exercisable as to 13,199 shares on March 28, 2005 and becomes exercisable as to the remaining 13,199 shares 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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