

COMPUTER ASSOCIATES INTERNATIONAL INC

Form 4

April 13, 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 \*  
**CLARKE JEFF**

(Last) (First) (Middle)

C/O COMPUTER ASSOC.  
INTERNATIONAL, INC., ONE  
COMPUTER ASSOCIATES  
PLAZA

(Street)

ISLANDIA, NY 11749

(City) (State) (Zip)

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

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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.10 par value	04/11/2005		A	25,515	A <u>(1)</u> 26,618.5056 <u>(2)</u>	D	
Common Stock, \$0.10 par value	04/11/2005		F	2,947 <u>(3)</u>	D \$ 27.23 23,671.5056	D	

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 Number Shares
Employee Stock Option (Right To Buy)	\$ 27.23	04/11/2005		A	129,642 (2)	(4) 04/11/2015	Common Stock, \$0.10 par value 129,642
Employee Stock Option (Right to Buy)	\$ 32.8	04/11/2005		A	25,515	(4) 04/11/2015	Common Stock, \$0.10 par value 25,515

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARKE JEFF C/O COMPUTER ASSOC. INTERNATIONAL, INC. ONE COMPUTER ASSOCIATES PLAZA ISLANDIA, NY 11749			Chief Operating Officer	

## Signatures

Joshua DeRienzi, by power of attorney  
Date: 04/13/2005

\*\*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)

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The shares represent restricted stock that vests over a two year period as follows: 33 1/3% on April 11, 2005, 33 1/3% on April 11, 2006 and 33 1/3% on April 11, 2007.

- (2) Includes shares purchased under the Computer Associates Employee Stock Purchase Plan.
- (3) This transaction represents shares withheld for payment of taxes.
- (4) The option becomes exercisable over a two year period as follows: 33 1/3% on April 11, 2005, 33 1/3% on April 11, 2006 and 33 1/3% on April 11, 2007.

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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