

Barrenechea Mark J
 Form 4
 March 09, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
 Barrenechea Mark J

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)
 03/07/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date | 7. Title and Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|------------------------------------|---|----------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|------------------------------------|---|----------------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (Month/Day/Year) | | (Instr. 3 and 4) |
|--|---|-------------------------|-------------------------|--|---------|------------------|------------|--|
| | | | | Code | V | (A) | (D) | |
| Employee Stock Option (right to buy) | \$ 23.04 | 03/07/2005 | <u>D</u> ⁽¹⁾ | | 150,000 | 06/09/2004 | 06/09/2013 | Common Stock, \$.10 par value |
| Employee Stock Option (right to buy) | \$ 23.04 | 03/07/2005 | <u>A</u> ⁽¹⁾ | | 150,000 | 06/09/2004 | 06/09/2013 | Common Stock, \$.10 par value |
| Employee Stock Option (right to buy) | \$ 30.87 | 03/07/2005 | <u>D</u> ⁽²⁾ | | 150,000 | 03/05/2005 | 03/05/2014 | Common Stock, \$.10 par value |
| Employee Stock Option (right to buy) | \$ 30.87 | 03/07/2005 | <u>A</u> ⁽²⁾ | | 150,000 | 03/05/2005 | 03/05/2014 | Common Stock, \$.10 par value |
| Employee Stock Option (right to buy) | \$ 26.86 | 03/07/2005 | <u>D</u> ⁽³⁾ | | 34,800 | 03/31/2005 | 03/31/2014 | Common Stock, \$.10 par value |
| Employee Stock Option (right to buy) | \$ 26.86 | 03/07/2005 | <u>A</u> ⁽³⁾ | | 34,800 | 03/31/2005 | 03/31/2014 | Common Stock, \$.10 par value |
| Employee Stock Option (right to buy) | \$ 31.5 | 03/07/2005 | <u>D</u> ⁽⁴⁾ | | 34,800 | 03/31/2005 | 03/31/2014 | Common Stock, \$.10 par value |
| Employee Stock Option (right to buy) | \$ 31.5 | 03/07/2005 | <u>A</u> ⁽⁴⁾ | | 34,800 | 03/31/2005 | 03/31/2014 | Common Stock, \$.10 par value |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Barrenechea Mark J ONE COMPUTER ASSOCIATES PLAZA ISLANDIA, NY 11749 | | | Executive Vice President | |

Signatures

/s/ Joshua DeRienzis, by power of attorney 03/09/2005

__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) Amendment of outstanding option resulting in deemed cancellation of option and grant of replacement option. Amendment was made in connection with the reporting person's Employment Agreement with the company dated March 7, 2005. The option was originally granted on June 9, 2003 and vests as follows: 34% vested on June 9, 2004, 33% will vest on June 9, 2005 and the remaining 33% will vest on June 9, 2006.

(2) Amendment of outstanding option resulting in deemed cancellation of option and grant of replacement option. Amendment was made in connection with the reporting person's Employment Agreement with the company dated March 7, 2005. The option was originally granted on March 5, 2004 and vests as follows: 34% vested on March 5, 2005, 33% will vest on March 5, 2006 and the remaining 33% will vest on March 5, 2007.

(3) Amendment of outstanding option resulting in deemed cancellation of option and grant of replacement option. Amendment was made in connection with the reporting person's Employment Agreement with the company dated March 7, 2005. The option was originally granted on March 31, 2004 and vests as follows: 34% on March 31, 2005, 33% on March 31, 2006 and 33% on March 31, 2007.

(4) Amendment of outstanding option resulting in deemed cancellation of option and grant of replacement option. Amendment was made in connection with the reporting person's Employment Agreement with the company dated March 7, 2005. The option was originally granted on March 31, 2004 and vests as follows: 34% on March 31, 2005, 33% on March 31, 2006 and 33% on March 31, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.