

LONDON J PHILLIP
Form 4/A
February 23, 2006

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

ARLINGTON, VA 22201
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
08/19/2005

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) | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 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) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-------------------------------------|------------------------------|------------------|------------|---------------------------------------------------------|------|---|-----|-----|------------------|-----------------|-------------|----------------------------|
| CACI Common (Right to Buy) | \$ 62.48 | 08/17/2005 | A | 4,122 <u>(3)</u> | | | | | 08/16/2007 | 08/16/2012 | CACI Common | 4,122 |
| CACI Common (Right to Buy) | \$ 62.48 | 08/17/2005 | A | 8,244 <u>(3)</u> | | | | | 08/16/2008 | 08/16/2012 | CACI Common | 8,244 |
| CACI Common (Right to Buy) | \$ 62.48 | 08/17/2005 | A | 12,365 <u>(3)</u> | | | | | 08/16/2009 | 08/16/2012 | CACI Common | 12,365 |
| CACI Common (Right to Buy) | \$ 62.48 | 08/17/2005 | A | 16,487 <u>(3)</u> | | | | | 08/16/2010 | 08/16/2012 | CACI Common | 16,487 |
| CACI Common (Restricted Stock Unit) | \$ 53.11 <u>(2)</u> | 08/17/2005 | A | 6,268 | | | | | <u>(1)</u> | <u>(1)</u> | CACI Common | 6,268 |

Reporting Owners

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

Signatures

J. Phillip
London
02/23/2006

**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 vest in 36 months

(2) Net price to participant based on provisions of the Management Stock Purchase Plan. Under that Plan, the company pays 15 percent of share price (Market \$62.48 x 85% = \$53.11).

(3) Share number reduced to reflect revised allocation of equity instrument grants.

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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