

CA, INC.
Form 4
January 24, 2014

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 *
Olli Amy Fliegelman

(Last) (First) (Middle)
ONE CA PLAZA
(Street)

ISLANDIA, NY 11749

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CA, INC. [CA]

3. Date of Earliest Transaction (Month/Day/Year)
01/23/2014

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)
EVP & GENERAL COUNSEL

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) | Price | | |
| Common Stock, \$.10 par value | 01/23/2014 | | M | 41,876 A | \$ 23.88 99,469 | D | |
| Common Stock, \$.10 par value | 01/23/2014 | | M | 22,149 A | \$ 21.78 121,618 | D | |
| Common Stock, \$.10 par value | 01/23/2014 | | M | 16,488 A | \$ 25.24 138,106 | D | |

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| | | | | | | | |
|--------------------------------|------------|---|--------|---|---------------------------------------|---------|---|
| Common Stock, \$0.10 par value | 01/23/2014 | M | 10,309 | A | \$ 24.41 | 148,415 | D |
| Common Stock, \$0.10 par value | 01/23/2014 | S | 90,822 | D | \$ <u>33.674</u> <u>(1) (2)</u> | 57,593 | D |

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 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 or Number of Shares |
| Employee Stock Option (right to buy) | \$ 23.88 | 01/23/2014 | | M | 41,876 | <u>(3)</u> 10/15/2016 | Common Stock, \$0.10 par value 41,876 |
| Employee Stock Option (right to buy) | \$ 21.78 | 01/23/2014 | | M | 22,149 | <u>(4)</u> 06/14/2018 | Common Stock, \$0.10 par value 22,149 |
| Employee Stock Option (right to buy) | \$ 25.24 | 01/23/2014 | | M | 16,488 | <u>(5)</u> 05/22/2019 | Common Stock, \$0.10 par value 16,488 |
| Employee Stock Option (right to buy) | \$ 24.41 | 01/23/2014 | | M | 10,309 | <u>(5)</u> 05/22/2019 | Common Stock, \$0.10 par value 10,309 |

buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Olli Amy Fliegelman ONE CA PLAZA ISLANDIA, NY 11749 | | | EVP & GENERAL COUNSEL | |

Signatures

/s/ Amy Fliegelman Olli by C.H.R. DuPree as attorney-in-fact

01/24/2014

__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) Indicates the weighted average sale price of sales effected on the transaction date. Sale prices ranged from \$33.535 to \$33.810.
- (2) The undersigned will provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) The option became exercisable over three years as follows: 34% on October 15, 2007, 33% on October 15, 2008 and 33% on October 15, 2009.
- (4) The option becomes exercisable over three years as follows: 34% on June 14, 2012, 33% on June 14, 2013 and 33% on June 14, 2014.
- (5) The option becomes exercisable over three years as follows: 34% on May 22, 2013, 33% on May 22, 2014 and 33% on May 22, 2015.

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.