

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] 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 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>LONDON J PHILLIP</b>  (Last) (First) (Middle) <b>1100 N. GLEBE ROAD</b> (Street) <b>ARLINGTON, VA 22201</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>CACI INTERNATIONAL INC /DE/ [ CAI ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman, President and CEO</b>
3. Date of Earliest Transaction (MM/DD/YYYY) <b>8/18/2004</b>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
CACI Common (Right to Buy) <a href="#">(1)</a>	\$40.00	8/18/2004		A		23959		6/30/2006	6/30/2011	CACI Common	23959	\$40.00	619712	D	
CACI Common (Right to Buy) <a href="#">(1)</a>	\$40.00	8/18/2004		A		23958		6/30/2007	6/30/2011	CACI Common	23958	\$40.00	643670	D	
CACI Common (Right to Buy) <a href="#">(1)</a>	\$40.00	8/18/2004		A		23958		6/30/2008	6/30/2011	CACI Common	23958	\$40.00	667628	D	
CACI Common (Restricted Stock Unit)	\$40.00	8/18/2004		A		29918		6/30/2007	<a href="#">(3)</a>	CACI Common	29918	\$40.00	697546	D	
CACI Common (Restricted Stock Unit)	\$34.00 <a href="#">(2)</a>	8/18/2004		A		15502		6/30/2007	<a href="#">(3)</a>	CACI Common	15502	\$34.00	713048	D	

#### Explanation of Responses:

- The subject options were awarded pursuant to a plan adopted by the Compensation Committee of the Registrant's Board of Directors in the Summer of 2003 and announced to participants shortly after adoption. Pursuant to that plan, all grants were to be made at the price of the stock on July 1, 2004, with the number of shares granted to each participant based on a formula that took into account the financial performance of the Registrant for its Fiscal Year 2004, which ended June 30, 2004. The precise number of shares granted to the participant was determined as of August 18, 2004 on the basis of the final closing of the Registrant's books for Fiscal Year 2004 and the application of such financial results to the plan formula.
- 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 \$40.00 x 85% = \$34.00).
- Shares vest in 36 months but can be deferred annually thereafter.

#### 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

8/20/2004

Signature of Reporting Person

Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.

## CONFIRMING STATEMENT

This Statement confirms that the undersigned has authorized and designated the members of the CACI SEC Reporting Committee as identified below, to execute and file on the undersign's behalf all Forms 3, 4, and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersign's ownership of or transactions in securities of CACI International Inc. The authority of the members of the CACI SEC Reporting Committee under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, and 5 with regard to the undersign's ownership of or transactions in securities of CACI International Inc, unless earlier revoked in writing. The undersigned acknowledges that the members of the CACI SEC Reporting Committee are not assuming any of the undersign's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Statement revokes the authority of any person named in any prior confirming statement related to the undersign's filing obligations with respect to the securities of CACI International Inc who is not named herein, and this statement replaces and supercedes any such prior confirming statement. Members of the CACI SEC Reporting Committee:

Stephen L. Waechter  
Chief Financial Officer

Jeffrey P. Elefante  
General Counsel

Mary T. Peevy  
Executive Assistant

Helen D. Johansson  
Executive Administrator

Marjorie L. D. Crossman  
Legal Assistant

**Date:** 10/9/02

\_\_\_\_\_  
/s/ J.P. London

**Signature**

\_\_\_\_\_  
J.P. London

**Printed Name**