

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 * WAECHTER STEPHEN L (Last) (First) (Middle) 1100 N. GLEBE ROAD (Street) ARLINGTON, VA 22201 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol CACI INTERNATIONAL INC /DE/ [CAI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> X ____ Officer (give title below) _____ Other (specify below) Exec. VP & CFO
3. Date of Earliest Transaction (MM/DD/YYYY) 8/18/2004		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> X ____ Form filed by One Reporting Person ____ 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) (1)	\$40.00	8/18/2004		A		9167		6/30/2006	6/30/2011	CACI Common	9167	\$40.00	226961	D	
CACI Common (Right to Buy) (1)	\$40.00	8/18/2004		A		9167		6/30/2007	6/30/2011	CACI Common	9167	\$40.00	236128	D	
CACI Common (Right to Buy) (1)	\$40.00	8/18/2004		A		9166		6/30/2008	6/30/2011	CACI Common	9166	\$40.00	245294	D	
CACI Common (Restricted Stock Unit)	\$40.00	8/18/2004		A		11447		6/30/2007	(2)	CACI Common	11447	\$40.00	256741	D	
CACI Common (Restricted Stock Unit)	\$34.00 (3)	8/18/2004		A		3322		6/30/2007	(2)	CACI Common	3322	\$34.00	260063	D	

Explanation of Responses:

- (1) 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.
- (2) Shares vest in 36 months but can be deferred annually thereafter.
- (3) 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).

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAECHTER STEPHEN L 1100 N. GLEBE ROAD ARLINGTON, VA 22201			Exec. VP & CFO	

Signatures

Stephen L. Waechter

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: 9/17/02

/s/ Stephen L. Waechter

Signature

Stephen L. Waechter

Printed Name