

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person * Fairl William M (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/ [CACI] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President, U.S. Operations |
| 3. Date of Earliest Transaction (MM/DD/YYYY) 8/20/2010 | | 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 (Restricted Stock Unit) | \$36.46 (2) | 8/20/2010 | | A | | 4196 | | (1) | (1) | CACI Common | 4196 | \$36.46 (2) | 189413 | D | |

Explanation of Responses:

- (1) Shares vest in 36 months
- (2) Net price to participant based on provisions of the Management Stock Purchase Plan. Under that Plan, the participant is entitled to a 15% discount (Market \$42.89 x 85% = \$36.46)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fairl William M 1100 N. GLEBE ROAD ARLINGTON, VA 22201 | | | President, U.S. Operations | |

Signatures

William M. Fairl
8/23/2010

**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: October 18, 2004

/s/ William M. Fairl

Signature

William M. Fairl

Printed Name