

FLAHERTY LAUREN PATRICIA
 Form 4
 November 05, 2018

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 *
 FLAHERTY LAUREN PATRICIA

(Last) (First) (Middle)
 520 MADISON AVENUE
 (Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/05/2018

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, Chief Marketing Officer

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.10 par value	11/05/2018		D		70,474	D	(1) 0
Common Stock, \$.10 par value	11/05/2018		D		4,604	D	(2) 0
Common Stock, \$.10 par value	11/05/2018		D		3,842	D	(3) 0
Common Stock, \$.10	11/05/2018		D		9,788	D	(4) 0

par value

Common
Stock, \$.10 11/05/2018 D 13,321 D (5) 0 D

Common
Stock, \$.10 11/05/2018 D 1,144.727 D (1) 0 I See
footnote
(6)

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

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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 Number Shares
Employee Stock Option (right to buy)	\$ 30.12	11/05/2018		D	49,103	<u>(7)</u> 08/01/2023	Common Stock, \$.10 par value 49,103
Employee Stock Option (right to buy)	\$ 30.12	11/05/2018		D	243,265	<u>(7)</u> 08/01/2023	Common Stock, \$.10 par value 243,265
Employee Stock Option (right to buy)	\$ 28.69	11/05/2018		D	58,975	<u>(7)</u> 06/02/2024	Common Stock, \$.10 par value 58,975
Employee Stock Option (right to buy)	\$ 31.06	11/05/2018		D	2,553	<u>(7)</u> 01/14/2025	Common Stock, \$.10 par value 2,553
	\$ 30.45	11/05/2018		D	61,989	<u>(7)</u> 05/29/2025	61,989

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This restricted stock award ("RSA"), originally for 13,954 shares, of which 9,350 shares have vested, provided for vesting over three years as follows: 34% on May 15, 2017, 33% on May 15, 2018 and 33% on May 15, 2019. Pursuant to a letter agreement between the Issuer, Broadcom and the Reporting Person (the "Letter Agreement"), immediately prior to the effective time of the transactions contemplated by the Merger Agreement (the "Merger"), all unvested Issuer RSAs held by the Reporting Person were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such RSA, less applicable tax withholdings.

- (3) This RSA, originally for 5,822 shares, of which 3,901 shares have vested, provided for vesting over three years as follows: 34% on August 15, 2018, 33% on August 15, 2019 and 33% on August 15, 2020. Pursuant to the Letter Agreement, immediately prior to the effective time of Merger, all unvested Issuer RSAs held by the Reporting Person were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such RSA, less applicable tax withholdings.
- (4) This RSA, originally for 14,831 shares, of which 5,043 shares have vested, provided for vesting over three years as follows: 34% on May 15, 2018, 33% on May 15, 2019 and 33% on May 15, 2020. Pursuant to the Letter Agreement, immediately prior to the effective time of the Merger, all unvested Issuer RSAs held by the Reporting Person were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such RSA, less applicable tax withholdings.
- (5) This RSA provided for vesting over three years as follows: 34% on May 15, 2019, 33% on May 15, 2020 and 33% on May 15, 2021. Pursuant to the Letter Agreement, immediately prior to the effective time of the Merger, all unvested Issuer RSAs held by the Reporting Person were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such RSA, less applicable tax withholdings.
- (6) The shares are held in the CA Savings Harvest Plan, a 401(k) Plan.
- (7) These fully vested option shares were cancelled pursuant to the Merger Agreement, in exchange for a cash payment equal to (x) the difference between the Merger Consideration and the per share exercise price of the option, multiplied by (y) the number of disposed option shares.
- (8) This option provided for vesting over three years as follows: 34% on May 15, 2017, 33% on May 15, 2018 and 33% on May 15, 2019. 65,449 vested option shares were cancelled pursuant to the Merger Agreement, in exchange for a cash payment equal to (x) the difference between the Merger Consideration and the per share exercise price of the option, multiplied by (y) the number of disposed option shares. Pursuant to the Letter Agreement, immediately prior to the effective time of the Merger, all unvested options held by the Reporting Person were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such unvested option, less the aggregate exercise price corresponding to such Issuer option and less applicable tax withholdings.
- (9) This option provided for vesting over three years as follows: 34% on August 15, 2017, 33% on August 15, 2018 and 33% on August 15, 2019. 13,858 vested option shares were cancelled pursuant to the Merger Agreement, in exchange for a cash payment equal to (x) the difference between the Merger Consideration and the per share exercise price of the option, multiplied by (y) the number of disposed option shares. Pursuant to the Letter Agreement, immediately prior to the effective time of the Merger, all unvested options held by the Reporting Person were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such unvested option, less the aggregate exercise price corresponding to such Issuer option and less applicable tax withholdings.
- (10) This option provided for vesting over three years as follows: 34% on May 15, 2018, 33% on May 15, 2019 and 33% on May 15, 2020. 33,281 vested option shares were cancelled pursuant to the Merger Agreement, in exchange for a cash payment equal to (x) the difference between the Merger Consideration and the per share exercise price of the option, multiplied by (y) the number of disposed option shares. Pursuant to the Letter Agreement, immediately prior to the effective time of the Merger, all unvested options held by the Reporting Person were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such unvested option, less the aggregate exercise price corresponding to such Issuer option and less applicable tax withholdings.
- (11) This option provided for vesting over three years as follows: 34% on May 15, 2019, 33% on May 15, 2020 and 33% on May 15, 2021. Pursuant to the Letter Agreement, immediately prior to the effective time of the Merger, all unvested options held by the Reporting Person were converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock covered by such unvested option, less the aggregate exercise price corresponding to such Issuer option and less applicable tax withholdings.

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