FICKETT ROBERT

Form 4

February 18, 2009

FORM 4

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

OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

FICKETT ROBERT

Symbol CPI INTERNATIONAL, INC.

(Check all applicable)

(Last) (First) (Middle)

[CPII] 3. Date of Earliest Transaction

Director 10% Owner

(Month/Day/Year) 02/17/2009

X_ Officer (give title Other (specify below)

811 HANSEN WAY

(Street)

(State)

4. If Amendment, Date Original

COO and President 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ 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

below)

PALO ALTO, CA 94303

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4) Reported

D

(Zip)

Code V Amount (D) Price

(A)

\$

Transaction(s) (Instr. 3 and 4)

Common Stock, par

(City)

02/17/2009 P 5.760 Α

6.93 21,760 (2) (1)

value \$0.01 per share

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title o	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	ve Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amou		ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Instr. 8) Derivative Securities			Secur	rities	(Instr. 5)	Bene
	Derivative							(Instr. 3 ar	:. 3 and 4)	d 4)	Owne
	Security				Acquired	uired					Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Expiration Exercisable Date	Expiration	T:41-	or True N. 1		
							-	Title	Number		
				C-1- V	(A) (D)				of Shares		
				Code V	(A) (I))				Snares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

FICKETT ROBERT 811 HANSEN WAY PALO ALTO, CA 94303

COO and President

Signatures

/s/ Amanda Mogin, Attorney in Fact

02/18/2009

**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).
- Represents the weighted average purchase price for multiple transactions at prices ranging from \$6.71 to \$7.00 per share. The (1) undersigned undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder
- of the issuer, full information regarding the number of shares purchased at each separate price.
 - Includes 8,000 shares of restricted common stock granted in November 2007 and 8,000 shares of restricted common stock granted in December 2008. 25% of the restricted common stock granted in November 2007 have vested and 25% will vest on November 30 of each of 2009, 2010 and 2011. The December 2008 grant is subject to time vesting and performance vesting. For time vesting, 25% vests on the
- (2) third day following the issuance of the issuer's press release reporting first quarter financial results in February of each of 2010, 2011, 2012 and 2013, but no later than the end of February in each year. Performance vesting occurs upon the achievement of specified 20-trading-day average closing share price thresholds by the issuer's common stock: 50% of the restricted stock granted is subject to a \$13.50 average closing share price threshold and 50% is subject to a \$16.00 average closing share price threshold.

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.

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