

FLAHERTY LAUREN PATRICIA  
 Form 4  
 November 05, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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, 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, Chief Marketing Officer

NEW YORK, NY 10022

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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: Indirect Beneficial 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  
par value footnote  
(6)

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

**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.** SEC 1474 (9-02)

**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                                                        |



## Edgar Filing: FLAHERTY LAUREN PATRICIA - Form 4

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.

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.