

CA, INC.
Reported by
GREGOIRE MICHAEL P

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 05/17/17 for the Period Ending 05/15/17

| | |
|-------------|--|
| Address | 520 MADISON AVENUE NEW YORK, NY 10022 |
| Telephone | 1-800-225-5224 |
| CIK | 0000356028 |
| Symbol | CA |
| SIC Code | 7372 - Prepackaged Software |
| Industry | Software |
| Sector | Technology |
| Fiscal Year | 03/31 |

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 * GREGOIRE MICHAEL P (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] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) CHIEF EXECUTIVE OFFICER |
| 3. Date of Earliest Transaction (MM/DD/YYYY) 5/15/2017 | | 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 | | | |
| Common Stock, \$.10 par value | 5/15/2017 | | A | | 67844 <u>(1)</u> | A | \$0 | 308158 | D | |
| Common Stock, \$.10 par value | 5/15/2017 | | A | | 156828 <u>(2)</u> | A | \$0 | 464986 | D | |
| Common Stock, \$.10 par value | 5/15/2017 | | F | | 91166 | D | \$31.69 | 373820 | D | |

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 | | | | |
| Employee Stock Option (right to buy) | \$31.69 | 5/15/2017 | | A | | 447775 | | <u>(3)</u> | 5/15/2027 | Common Stock, \$.10 par value | 447775.0 | \$0 | 447775 | D | |

Explanation of Responses:

- (1) Represents restricted stock which, subject to earlier forfeiture, vests over three years as follows: 34% on May 15, 2018, 33% on May 15, 2019 and 33% on May 15, 2020.
- (2) Represents shares granted in connection with the achievement of performance targets over a three-year performance period ended March 31, 2017.
- (3) The option becomes exercisable over three years as follows: 34% on May 15, 2018, 33% on May 15, 2019 and 33% on May 15, 2020.

Remarks:

Exhibit List Exhibit 24 - Power of Attorney

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GREGOIRE MICHAEL P 520 MADISON AVENUE NEW YORK, NY 10022 | X | | CHIEF EXECUTIVE OFFICER | |

Signatures

/s/ Michael P. Gregoire by Kristen W. Prohl as attorney-in-fact

5/17/2017

** 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.

POWER OF ATTORNEY

The undersigned, Michael P. Gregoire, hereby constitutes and appoints Michael C. Bisignano and Kristen W. Prohl, signing singly, as the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of CA, Inc. (the "Company"), Form ID and Forms 3, 4, and 5, and such other forms as may be required to be filed, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (each a "Section 16 Form");
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Section 16 Form, complete and execute any amendment or amendments thereto, and file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any Section 16 Form with respect to the undersigned's holdings of and transactions in the securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney supersedes any Power of Attorney executed by the undersigned relating to the authority to execute and deliver Section 16 Forms in the undersigned's capacity as an officer and/or director of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed on May 9, 2017.

/s/ Michael P. Gregoire
Michael P. Gregoire