EDGAR Online

CPI INTERNATIONAL, INC.

Reported by

CALDARELLI O. JOE

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 04/27/06 for the Period Ending 04/27/06

Address	811 HANSEN WAY PO BOX 51110 PALO ALTO, CA 94303-1110
Telephone	650-846-3491
CIK	0001279176
Symbol	CPII
SIC Code	3670 - Electronic Components And Accessories
Industry	Electronic Instr. & Controls
Sector	Technology
Fiscal Year	09/30

Powered By EDGAR Online
http://www.edgar-online.com
© Copyright 2008, EDGAR Online, Inc. All Rights Reserved.
Distribution and use of this document restricted under EDGAR Online, Inc. Terms of Use.

FORM 3

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

OMB APPROVAL
OMB Number: 3235-0104
Expires: January 31, 2008
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person *	2. Date of Event Requiring Statement (MM/DD/YYYY)	3. Issuer Name **and** Ticker or Trading Symbol
CALDARELLI O. JOE	**4/27/2006**	**CPI INTERNATIONAL, INC. [CPII]**
(Last) (First) (Middle) **811 HANSEN WAY**	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) __ **X** __ Director _____ 10% Owner ___ **X** ___ Officer (give title below) _____ Other (specify below) **CHIEF EXECUTIVE OFFICER /**	
(Street) **PALO ALTO, CA 94303** (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	**1/23/2004**	**7/1/2010**	**COMMON STOCK**	**43584**	**$.74**	**D**	
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	**1/23/2004**	**3/10/2013**	**COMMON STOCK**	**272403**	**$.20**	**D**	
EMPLOYEE STOCK OPTIN (RIGHT TO BUY)	**2/3/2004**	**2/3/2014**	**COMMON STOCK**	**7411**	**$1.08**	**D**	
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	(1)	**3/1/2014**	**COMMON STOCK**	**517566**	**$4.32**	**D**	
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	**9/29/2004**	**9/29/2014**	**COMMON STOCK**	**43584**	**$4.32**	**D**	
EMPLOYEE STOCK	**9/29/2004**	**9/29/2014**	**COMMON**				

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)							
1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
OPTION (RIGHT TO BUY)			**STOCK**	**10896**	**$6.61**	**D**	

Explanation of Responses:

(1) 362,297 of these options are currently exercisable: 51,757 became exercisable on March 1, 2005; 258,783 became exercisable on September 30, 2005; and 51,757 became exercisable on March 1, 2006. The remaining 155,269 options are subject to vesting as follows: 51,757 are scheduled to vest on March 1, 2007; 51,756 are scheduled to vest on March 1, 2008; and 51,756 are scheduled to vest on March 1, 2009.

Remarks:

REMARKS Exhibit 24 - Power of Attorney

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CALDARELLI O. JOE 811 HANSEN WAY PALO ALTO, CA 94303	**X**		**CHIEF EXECUTIVE OFFICER**	

Signatures

/S/JOEYANN CORY, ATTORNEY IN FACT **4/27/2006**

** 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 5(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

Know all by these presents, that the undersigned hereby constitutes and appoints each of Joel A. Littman, Robert J. Kemp and JoeyAnn Cory, signing singly, the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC"), a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any rule or regulation of the SEC;

2. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of CPI International, Inc., a Delaware corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Exchange Act, and the rules thereunder, and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company;

3. do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4, or 5, or other form or report, and timely file such form or report with the SEC and any stock exchange or similar authority; and

4. take any other action of any type whatsoever in connection with the foregoing that, 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 Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 20th day of April, 2006.

/s/ O. J. Caldarelli

_____

Signature

O. J. Caldarelli

_____

Print Name