

AFFILIATED COMPUTER SERVICES INC

Form 4

May 14, 2008

FORM 4

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

OMB APPROVAL

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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 *

ROSSI LAURA L

(Last) (First) (Middle)

2828 N. HASKELL AVENUE

(Street)

DALLAS, TX 75204

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

AFFILIATED COMPUTER SERVICES INC [ACS]

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

05/13/2008

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)

Chief Accounting 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)
				(A) or (D)	Price		
Class A Common Stock \$0.01 par value	05/13/2008		M	2,000 A	\$ 49.62	2,000	D
Class A Common Stock \$0.01 par value	05/13/2008		S	2,000 D	\$ 55.18	0	D
Class A Common Stock	05/13/2008		M	1,000 A	\$ 52.99	1,000	D

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Stock \$0.01 par value								
Class A Common Stock \$0.01 par value	05/13/2008	S	1,000	D	\$ 55.18	0		D
Class A Common Stock \$0.01 par value	05/13/2008	M	1,000	A	\$ 51.9	1,000		D
Class A Common Stock \$0.01 par value	05/13/2008	S	1,000	D	\$ 55.18	0		D
Class A Common Stock \$0.01 par value	05/13/2008	M	2,000	A	\$ 44.1	2,000		D
Class A Common Stock \$0.01 par value	05/13/2008	S	2,000	D	\$ 55.18	0		D
Class A Common Stock \$0.01 par value	05/13/2008	M	2,000	A	\$ 37.57	2,000		D
Class A Common Stock \$0.01 par value	05/13/2008	S	2,000	D	\$ 55.18	0		D
Class A Common Stock \$0.01 par value	05/13/2008	M	2,000	A	\$ 46.16	2,000		D
Class A Common Stock	05/13/2008	S	2,000	D	\$ 55.18	0		D

\$0.01 par
value

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.

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(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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 50.29					(1) 08/15/2017	Class A Common	15,000
Employee Stock Option (Right to Buy)	\$ 59.13					(1) 06/14/2017	Class A Common	25,000
Employee Stock Option (Right to Buy)	\$ 49.62	05/13/2008		M	2,000	(1) 08/15/2016	Class A Common	2,000
Employee Stock Option (Right to Buy)	\$ 52.99	05/13/2008		M	1,000	(1) 09/13/2015	Class A Common	1,000
Employee Stock Option (Right to Buy)	\$ 51.9	05/13/2008		M	1,000	(1) 07/30/2014	Class A Common	1,000

Buy)

Employee
Stock

Option (Right to Buy)	\$ 44.1	05/13/2008	M	2,000	<u>(1)</u>	07/21/2013	Class A Common	2,000
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Employee
Stock

Option (Right to Buy)	\$ 37.57	05/13/2008	M	2,000	<u>(2)</u>	07/23/2012	Class A Common	2,000
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Employee
Stock

Option (Right to Buy)	\$ 46.16	05/13/2008	M	2,000	<u>(2)</u>	01/29/2012	Class A Common	2,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSSI LAURA L 2828 N. HASKELL AVENUE DALLAS, TX 75204			Chief Accounting Officer	

Signatures

Laura L. Rossi 05/14/2008

**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).

These options vest and become exercisable as follows: on each anniversary date of the grant, commencing with the first such anniversary date and continuing on each such anniversary thereafter through and including the fifth anniversary of the date of the grant, 20% of such options shall vest and become exercisable. The date of grant is 10 years prior to the stated expiration date.

- (1) These options vest and become exercisable as follows: on the third anniversary date of the grant, 60% of such options will vest and become exercisable; and on each of the fourth and fifth anniversary dates of the grant, 20% of such options will vest and become exercisable. The date of grant is 10 years prior to the stated expiration date.
- (2) Grant of Employee Stock Option (Right to Buy) on September 13, 2005 for 5,000 shares of ACS Class A Common Stock \$0.01 par value at an Exercise Price of \$52.99 per share. 2,000 shares have been exercised and 3,000 remain to be exercised.
- (3) Grant of Employee Stock Option (Right to Buy) on July 30, 2004 for 5,000 shares of ACS Class A Common Stock \$0.01 par value at an Exercise Price of \$51.90 per share. 3,000 shares have been exercised and 2,000 remain to be exercised.
- (4) As a result of an internal investigation of the Issuer's stock option grant practices, it was determined the accounting measurement date for certain stock option grants were incorrect. A part of this stock option grant has been repriced to reflect the fair market value of each share on the correct measurement date. The Reporting Person received a Grant of Employee Stock Option (Right to Buy) on July 21, 2003 for 5,000 shares of ACS Class A Common Stock \$0.01 par value at an Exercise Price of \$43.00 per share. 2,000 shares were exercised prior

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to the repricing at the original Exercise Price of \$43.00 per share. The Exercise Price for 3,000 shares has been repriced at \$44.10 per share. 1,000 shares remain to be exercised.

- (6) As a result of an internal investigation of the Issuer's stock option grant practices, it was determined the accounting measurement date for certain stock option grants were incorrect. A part of this stock option grant has been repriced to reflect the fair market value of each share on the correct measurement date. The Reporting Person received a Grant of Employee Stock Option (Right to Buy) on July 23, 2002 for 5,000 shares of ACS Class A Common Stock \$0.01 par value at an Exercise Price of \$35.75 per share. 3,000 shares were exercised prior to the repricing at the original Exercise Price of \$35.75 per share. The Exercise Price for 2,000 shares has been repriced at \$37.57. This stock option grant has now been fully exercised.

- (7) As a result of an internal investigation of the Issuer's stock option grant practices, it was determined the accounting measurement date for certain stock option grants were incorrect. A part of this stock option grant has been repriced to reflect the fair market value of each share on the correct measurement date. The Reporting Person received a Grant of Employee Stock Option (Right to Buy) on January 29, 2002 for 5,000 shares of ACS Class A Common Stock \$0.01 par value at a post-split Exercise Price of \$44.925 per share. 3,000 shares were exercised prior to the repricing at the original Exercise Price of \$44.925 per share. The Exercise Price for 2,000 shares has been repriced at \$46.16 per share. This stock option grant has now been fully exercised.

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.