

DEASON DARWIN
Form 4
January 03, 2007

FORM 4

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

OMB APPROVAL

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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 *
DEASON DARWIN

2. Issuer Name and Ticker or Trading Symbol
AFFILIATED COMPUTER SERVICES INC [ACS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2828 N. HASKELL AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board / See Remarks

DALLAS, TX 75204

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 (Instr. 4) |
|---------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Class A Common Stock \$0.01 par value | | | | | 1,982,894 | D | |
| Class B Common Stock \$0.01 par value | | | | | 6,599,372 | D | |
| Class A Common Stock \$0.01 par value | | | | | 6,511 | I | ESP Plan |

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

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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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Employee Stock Option (Right to Buy) | \$ 44.1 | | | | | (1) 08/11/2013 | Class A Common Stock |
| Employee Stock Option (Right to Buy) | \$ 37.57 | 12/28/2006 | | A | 360,000 | (2) 07/23/2012 | Class A Common Stock |
| Employee Stock Option (Right to Buy) | \$ 35.75 | 12/28/2006 | | D | 360,000 | (2) 07/23/2012 | Class A Common Stock |
| Employee Stock Option (Right to Buy) | \$ 11.5312 | | | | | (1) 10/08/2008 | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------|---------------|-----------|-----------------------|-------------|
| | Director | 10% Owner | Officer | Other |
| DEASON DARWIN 2828 N. HASKELL AVENUE DALLAS, TX 75204 | X | | Chairman of the Board | See Remarks |

Signatures

Darwin Deason

12/28/2006

**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).

(1) This stock option grant is related to Reporting Person's Supplemental Executive Retirement Agreement, as amended ("SERP"). This option is currently exercisable on Reporting Person's normal retirement date under the terms of the SERP, but subject to change based on the occurrence of certain designated events.

(2) 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.

(3) The Reporting Person received a Grant of Employee Stock Option (Right to Buy) on July 23, 2002 for 600,000 shares of ACS Class A Common Stock \$0.01 par value at an Exercise Price of \$35.75 per share. 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 on the correct measurement date. The Exercise Price for the 240,000 shares will remain at \$35.75 per share, which was the Exercise Price on the date of grant. The Exercise Price for the 360,000 shares has been repriced at \$37.57 per share.

Remarks:

Remarks: The reporting person owns less than 10% of the registered shares of the Issuer, but owns more than 10% of the total

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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