

AFFILIATED COMPUTER SERVICES INC

Form 4

March 28, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DECKELMAN WILLIAM L JR

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)

DALLAS, TX 75204

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
03/24/2006

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

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive Vice President

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 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock \$0.01 par value	03/24/2006		M	6,600	A	\$ 15.7187 (1)	6,600 D
Class A Common Stock \$0.01 par value	03/24/2006		S	6,600	D	\$ 61.3905 (2)	0 D
Class A Common						183	I ESP Plan

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Stock
\$0.01 par
value

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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 52.99					<u>(3)</u>	09/13/2015	Class A Common	50,000
Employee Stock Option (Right to Buy)	\$ 51.9					<u>(3)</u>	07/30/2014	Class A Common	50,000
Employee Stock Option (Right to Buy)	\$ 44.1					<u>(3)</u>	08/11/2013	Class A Common	25,000 <u>(4)</u>
Employee Stock Option (Right to Buy)	\$ 35.75					<u>(3)</u>	07/23/2012	Class A Common	25,000 <u>(4)</u>
Employee Stock Option	\$ 29.525					<u>(5)</u>	03/21/2011	Class A Common	25,000 <u>(4)</u>

(Right to
Buy)

Employee
Stock

Option \$ 16.4375

(Right to
Buy)

(6)

07/11/2010

Class A
Common

15,000
(4)

Employee

Stock

Option \$ 15.7187

(Right to
Buy)

(1)

03/24/2006

M

6,600

(6)

03/07/2010

Class A
Common

44,000
(7)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DECKELMAN WILLIAM L JR
2828 N. HASKELL AVENUE
DALLAS, TX 75204

Executive Vice President

Signatures

William L.
Deckelman, Jr.

03/28/2006

**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) The Exercise Price per share is \$15.71875.

(2) This is the average sale price for all 6,600 shares sold pursuant to a Sales Plan pursuant to Rule 10b5-1 dated as of February 1, 2006. Sale prices ranged from \$61.08 to \$61.97.

(3) 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.

(4) This amount represents 50% of the options originally granted. The reporting person transferred the economic interest in the other 50% of the options (collectively, the "Transferred Options") that were originally the subject of this option grant to his former spouse pursuant to a qualified domestic relations order. The reporting person is deemed to still hold the legal interest in the Transferred Options as constructive trustee for the benefit of his former spouse, and must exercise the Transferred Options solely upon her direction, and she is entitled to the shares issued upon exercise. Pursuant to Rule 16a-1(a)(2), for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the reporting person maintains no pecuniary interest in, and hereby disclaims beneficial ownership of, the Transferred Options. Exercise of the Transferred Options and delivery of the underlying shares are not reportable transactions for the reporting person pursuant to Section 16.

(5) 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.

(6) All options currently vested and exercisable.

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- Grant of Employee Stock Option (Right to Buy) on March 7, 2000 for 100,000 shares of ACS Class A Common Stock, \$0.01 par value, at an Exercise Price of \$15.71875 per share all currently exercisable and expiring on March 7, 2010. The reporting person transferred the
- (7) economic interest in 50% of the options that were originally the subject of this option grant; see Note 4 above. 12,600 shares have been exercised and 37,400 remain to be exercised. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person as of February 1, 2006.

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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