

AFFILIATED COMPUTER SERVICES INC
 Form 4
 December 06, 2004

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 *
 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)
 12/06/2004

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

DALLAS, TX 75204
 (City) (State) (Zip)

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

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) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Class A Common Stock \$0.01 par value | 12/06/2004 | | S | | 17,000 | D | \$ 60 |
| Class B Common Stock \$0.01 par value | | | | | 6,599,372 | D | |
| Class A Common Stock \$0.01 par value | | | | | 5,214 | 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 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) | \$ 44.1 | | | | | 07/01/2007 ⁽¹⁾ | 08/11/2013 | Class A Common Stock | 300,000 |
| Employee Stock Option (Right to Buy) | \$ 35.75 | | | | | 07/23/2007 | 07/23/2012 | Class A Common Stock | 600,000 |
| Employee Stock Option (Right to Buy) | \$ 11.5312 | | | | | 07/01/2007 ⁽¹⁾ | 10/08/2008 | Class A Common Stock | 150,000 |

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 | 12/06/2004 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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).

This stock option grant is related to reporting person's Supplemental Executive Retirement Agreement, as amended ("SERP"). This

(1) 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.

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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