

COMPUTER ASSOCIATES INTERNATIONAL INC
 Form 424B3
 February 18, 2003

Filed Pursuant to Rule 424(b)(3)
 Registration No. 333-099565

PROSPECTUS SUPPLEMENT NO. 2 TO PROSPECTUS DATED JANUARY 15, 2003
 OF
 COMPUTER ASSOCIATES INTERNATIONAL, INC.
 RELATING TO
 REALES BY SELLING SECURITYHOLDERS
 OF
 5% CONVERTIBLE SENIOR NOTES
 AND SHARES OF COMMON STOCK ISSUABLE UPON CONVERSION OF THE SENIOR NOTES

This Prospectus Supplement supplements the Prospectus dated January 15, 2003 (the "Prospectus"). This Prospectus Supplement should be read in conjunction with the Prospectus, which is to be delivered by selling securityholders to prospective purchasers along with this Prospectus Supplement.

1. SELLING HOLDERS

THE INFORMATION IN THE FOLLOWING TABLE SUPERSEDES IN PART AND SUPPLEMENTS THE INFORMATION IN THE RELEVANT SECTION IN THE PROSPECTUS.

SELLING HOLDER	AGGREGATE PRINCIPAL AMOUNT OF NOTES BENEFICIALLY OWNED AND OFFERED	SHARES OF COMMON STOCK BENEFICIALLY OWNED	SHARES OF COMMON STOCK OFFERED	SH COM BENEFI AFTER OF TH
Canyon Capital Arbitrage Master Fund, Ltd. (1)	18,600,000	764,173	764,173	
Canyon Value Realization Fund (Cayman), Ltd. (2)	25,420,000	1,044,370	1,044,370	
Canyon Value Realization Mac 18, Ltd. (RMF) (1)	4,340,000	178,307	178,307	
Canyon Value Realization Fund L.P. (1)	13,640,000	560,393	560,393	
Cheyne Fund LP (3)	1,543,000	63,393	63,393	
Cheyne Leveraged Fund LP (3)	315,000	12,941	12,941	
CIBC World Markets	200,000	8,216	8,216	
CIP Limited Duration Company (3)	270,000	11,092	11,092	
CS Alternative Strategy Limited (3)	142,000	5,834	5,834	
HFR TQA Master Trust c/o TQA Investors, LLC (4)	1,000,000	41,084	41,084	
TQA Master Fund, LTD (4)	1,500,000	61,626	61,626	

(1) Canyon Capital Advisers, LLC exercises voting and investment control over any shares of Common Stock issuable upon conversion of the Notes owned by this selling holder. Joshua S. Friedman, Mitchell R. Julis, R. Christian B. Evensen and K. Robert Turner are the partners of Canyon Capital Advisers, LLC.

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- (2) Joshua S. Friedman, Mitchell R. Julis and R. Christian B. Evenson exercise voting and investment control over any shares of Common Stock issuable upon conversion of the Notes owned by this selling holder.
- (3) Akin Akinloye exercises voting and investment control over any shares of Common Stock issuable upon conversion of the Notes owned by this selling holder.
- (4) TQA Investors, LLC exercises voting and investment control over any shares of Common Stock issuable upon conversion of the Notes owned by this selling holder. Bartholomew Tesoriero is the Chief Financial Officer of TQA Investors, LLC.

2. PLAN OF DISTRIBUTION

THE FOLLOWING SENTENCE SUPERSEDES IN PART AND SUPPLEMENTS THE INFORMATION IN THE SIXTH PARAGRAPH IN THE RELEVANT SECTION IN THE PROSPECTUS.

The following selling holders are underwriters within the meaning of the Securities Act: Banc of America Securities, LLC, CIBC World Markets, Deutsche Bank Securities Inc., Goldman, Sachs & Co., Jefferies & Company Inc., JP Morgan Securities, Inc., Lehman Brothers Inc., Salomon Smith Barney, Inc., UBS AG Cvt Prop, UBS Warburg LLC, Van Kampen Equity Income Fund and Weiss, Peck & Greer, LLC.

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