

TAFLER ANDY
Form 4
December 09, 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 *
TAFLER ANDY

2. Issuer Name and Ticker or Trading Symbol
CPI INTERNATIONAL, INC.
[CPII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
811 HANSEN WAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/05/2008

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

PALO ALTO, CA 94303

(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 Indirect Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock, par value \$0.01 per share	12/05/2008		A(1)(2)(3)	4,000 A \$ 0 9,278		D	

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

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Grant subject to time vesting and performance vesting. For time vesting, 25% vests on each of the first four anniversaries of the date of grant.

- Performance vesting occurs upon the achievement of specified price thresholds by the issuer's common stock: 50% of the options granted are subject to a \$13.50 stock price threshold and 50% are subject to a \$16.00 stock price threshold. In order for vesting to occur, the
- (6) average closing share price of the issuer's common stock for 20 consecutive trading days must be at or above the applicable threshold amount at any time starting the 20th day following the date of grant and ending on the 10th anniversary of the date of grant. If the threshold is achieved, the corresponding performance vesting will occur as soon as the threshold is achieved.

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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