

LITTMAN JOEL
Form 4
March 18, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
LITTMAN JOEL

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)
03/18/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO, Treasurer and Secretary

PALO ALTO, CA 94303

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)
			Code	V Amount (A) or (D) Price			
Common Stock, par value \$0.01 per share	03/18/2008		P	15 ⁽¹⁾ A \$ 8.96	24,246 ⁽²⁾	I ⁽²⁾	by Trust
Common Stock, par value \$0.01 per share	03/18/2008		P	1,100 ⁽¹⁾ A \$ 8.98	25,346 ⁽²⁾	I ⁽²⁾	by Trust
Common Stock, par value \$0.01 per share	03/18/2008		P	500 ⁽¹⁾ A \$ 8.99	25,846 ⁽²⁾	I ⁽²⁾	by Trust

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Common Stock, par value \$0.01 per share	03/18/2008	P	1,100 <u>(1)</u>	A	\$ 9	26,946 <u>(2)</u>	I <u>(2)</u>	by Trust
Common Stock, par value \$0.01 per share	03/18/2008	P	100 <u>(1)</u>	A	\$ 9.02	27,046 <u>(2)</u>	I <u>(2)</u>	by Trust
Common Stock, par value \$0.01 per share	03/18/2008	P	100 <u>(1)</u>	A	\$ 9.03	27,146 <u>(2)</u>	I <u>(2)</u>	by Trust
Common Stock, par value \$0.01 per share	03/18/2008	P	85 <u>(1)</u>	A	\$ 9.05	27,231 <u>(2)</u>	I <u>(2)</u>	by Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LITTMAN JOEL 811 HANSEN WAY			CFO, Treasurer and Secretary	

PALO ALTO, CA 94303

Signatures

/s/ Amanda Mogin, Attorney
in Fact

03/18/2008

__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) Shares were purchased by The Littman Family Trust, of which Mr. Littman and his wife are trustees and beneficiaries.

Includes the following shares of common stock that are directly owned by Mr. Littman: (a) 2,231 shares purchased through the issuer's

- (2) 2006 Employee Stock Purchase Plan and (b) 6,000 shares of restricted common stock granted in November 2007, of which 25% vest on November 30 of each of 2008, 2009, 2010 and 2011.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.