

FICKETT ROBERT

Form 3

April 27, 2006

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

FICKETT ROBERT

(Last) (First) (Middle)

811 HANSEN WAY

(Street)

PALO ALTO, CA 94303

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/27/2006

3. Issuer Name and Ticker or Trading Symbol
CPI INTERNATIONAL, INC. [CPII]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
COO AND PRESIDENT5. If Amendment, Date Original
Filed(Month/Day/Year)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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

Edgar Filing: FICKETT ROBERT - Form 3

EMPLOYEE STOCK OPTION (RIGHT TO BUY)	01/23/2004	07/01/2010	COMMON STOCK	27,583	\$ 0.74	D	Â
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	01/23/2004	03/10/2013	COMMON STOCK	163,442	\$ 0.2	D	Â
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	Â <u>(1)</u>	03/01/2014	COMMON STOCK	299,644	\$ 4.32	D	Â
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	09/29/2004	09/29/2014	COMMON STOCK	43,584	\$ 4.32	D	Â
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	09/29/2004	09/29/2014	COMMON STOCK	10,896	\$ 6.61	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FICKETT ROBERT 811 HANSEN WAY PALO ALTO,Â CAÂ 94303	Â	Â	Â COO AND PRESIDENT	Â

Signatures

/S/JOEYANN CORY, ATTORNEY IN
FACT 04/27/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

209,752 these options are currently exercisable: 29,965 became exercisable on March 1, 2005; 149,822 became exercisable on September (1) 30, 2005; and 29,965 became exercisable on March 1, 2006. The remaining 89,892 options are subject to vesting as follows: 29,964 are scheduled to vest on March 1, 2007; 29,964 are scheduled to vest on March 1, 2008; and 29,964 are scheduled to vest on March 1, 2009.

Â

Remarks:

REMARKSÂ Â Â Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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.