

LITTMAN JOEL
Form 3
April 27, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 *

Â LITTMAN JOEL
(Last) (First) (Middle)

811 HANSEN WAY
(Street)

PALO ALTO,Â CAÂ 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)
CFO, TREASURER AND SECRETARY

5. 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 Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

(Instr. 5)

EMPLOYEE STOCK OPTION (RIGHT TO BUY)	01/23/2004	07/02/2011	COMMON STOCK	12,257	\$ 0.74	D	Â
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	01/23/2004	03/10/2013	COMMON STOCK	81,721	\$ 0.2	D	Â
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	Â ⁽¹⁾	03/01/2014	COMMON STOCK	163,442	\$ 4.32	D	Â
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	09/29/2004	09/29/2014	COMMON STOCK	34,866	\$ 4.32	D	Â
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	09/29/2004	09/29/2014	COMMON STOCK	8,718	\$ 6.61	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LITTMAN JOEL 811 HANSEN WAY PALO ALTO, CA 94303	Â	Â	Â CFO, TREASURER AND SECRETARY	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).

(1) 114,410 of these options are currently exercisable: 16,345 became exercisable on March 1, 2005; 81,721 became exercisable on September 30, 2005; and 16,344 became exercisable on March 1, 2006. The remaining 49,032 options are subject to vesting as follows: 16,344 are scheduled to vest on March 1, 2007; 16,344 are scheduled to vest on March 1, 2008; and 16,344 are scheduled to vest on March 1, 2009.

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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.