SM&A Form 4 August 06, 2007

FORM 4

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

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 * STENBIT JOHN P

2. Issuer Name and Ticker or Trading

Symbol SM&A [WINS]

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 08/02/2007

4695 MACARTHUR COURT, 8TH **FLOOR**

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

NEWPORT BEACH, CA 92660

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

X_ Director

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

(A)

or

Securities Beneficially Owned Following Reported

5. Amount of

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

4. Transactionof Derivative (Month/Day/Year) Code

5. Number 6. Date Exercisable and **Expiration Date**

7. Title and Underlying (Instr. 3 and Edgar Filing: SM&A - Form 4

Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquir (A) or Dispos of (D)	Disposed of (D) (Instr. 3, 4,	
		Code	V	(A)	(D)	

Date Exercisable Expiration

Date

NON-QUALIFIED STOCK OPTION (right to buy) (1)

\$ 7 08/02/2007

A 429

08/02/2007(2) 08/02/2017

COMMO STOCK

Title

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

STENBIT JOHN P

4695 MACARTHUR COURT

8TH FLOOR

NEWPORT BEACH, CA 92660

Signatures

/s/ Irma Y. Eggert, by Power of Attorney

08/06/2007

**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).
- This option grant is issued pursuant to Amendment 2 of the Director Compensation Plan dated March 7, 2007. Mr. Stenbit elected to receive stock options in lieu of director fees.
- (2) The options vest 100% on the date of grant.
- (3) This represents vested and exercisable non-qualified stock options available to Mr. Stenbit following this reported transaction.

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.

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