

SI INTERNATIONAL INC

Form 4

July 28, 2005

**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

## OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DUNN THOMAS E

(Last) (First) (Middle)

C/O SI INTERNATIONAL,  
INC., 12012 SUNSET HILLS  
ROAD, SUITE 800

(Street)

RESTON, VA 20190

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

SI INTERNATIONAL INC [SINT]

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

07/26/2005

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)  
Executive Vice President & CFO

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 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|---------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price   |                                                                                               |                                                          |                                                       |
| Common Stock                    | 07/26/2005                           |                                                    | M                              |                                                                   | 5      | A          | \$ 32.1 | 41,074                                                                                        |                                                          | D                                                     |
| Common Stock                    | 07/26/2005                           |                                                    | M                              |                                                                   | 1,995  | A          | \$ 32.1 | 43,069                                                                                        |                                                          | D                                                     |
| Common Stock <sup>(1)</sup>     | 07/26/2005                           |                                                    | S                              |                                                                   | 2,000  | D          | \$ 32.1 | 41,069                                                                                        |                                                          | D                                                     |
| Common Stock                    | 07/27/2005                           |                                                    | M                              |                                                                   | 2,000  | A          | \$ 32   | 43,069                                                                                        |                                                          | D                                                     |
| Common Stock <sup>(1)</sup>     | 07/27/2005                           |                                                    | S                              |                                                                   | 2,000  | D          | \$ 32   | 41,069                                                                                        |                                                          | D                                                     |

# Edgar Filing: SI INTERNATIONAL INC - Form 4

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<br>Derivative<br>Security<br>(Instr. 3)  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                        | 8. |
|------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------------|----|
|                                                      |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares |    |
| Stock<br>Options<br>(Right to<br>Buy) <sup>(2)</sup> | \$ 9.27                                                               | 07/26/2005                              |                                                             | M                                       | 5                                                                                                               | 12/31/2002                                                     | 12/31/2011         | Common<br>Stock                                                     | 5                                      | \$ |
| Stock<br>Options<br>(Right to<br>Buy) <sup>(2)</sup> | \$ 11.19                                                              | 07/26/2005                              |                                                             | M                                       | 1,995                                                                                                           | 01/31/2004                                                     | 01/31/2013         | Common<br>Stock                                                     | 1,995                                  | \$ |
| Stock<br>Options<br>(Right to<br>Buy) <sup>(2)</sup> | \$ 11.19                                                              | 07/27/2005                              |                                                             | M                                       | 2,000                                                                                                           | 01/31/2004                                                     | 01/31/2013         | Common<br>Stock                                                     | 2,000                                  | \$ |

## Reporting Owners

| Reporting Owner Name / Address                                                                        | Relationships                    |
|-------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                       | Director 10% Owner Officer Other |
| DUNN THOMAS E<br>C/O SI INTERNATIONAL, INC.<br>12012 SUNSET HILLS ROAD, SUITE 800<br>RESTON, VA 20190 | Executive Vice President & CFO   |

## Signatures

James E. Daniel by Power of Attorney 07/28/2005

                     \*\*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) Sale of shares received upon exercise of options pursuant to a 10b5-1 trading plan.

(2) Options were exercised pursuant to a 10b5-1 trading plan.

(3) Exercise price of the stock options.

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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