

SI INTERNATIONAL INC
Form 4
August 01, 2005

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 *
CRAWFORD JAMES III

(Last) (First) (Middle)

135 S. LASALLE STREET, SUITE 3800

(Street)

CHICAGO, IL 60603-4131

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SI INTERNATIONAL INC [SINT]

3. Date of Earliest Transaction (Month/Day/Year)
07/28/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	07/28/2005	07/28/2005	J ⁽¹⁾	312,500 D \$ 31.65	312,836 ⁽²⁾	I	See footnote ⁽³⁾
Common Stock, par value \$0.01 per share	07/28/2005	07/28/2005	J ⁽⁴⁾	870 A \$ 31.65	7,775 ⁽²⁾	D	
Common Stock, par	07/28/2005	07/28/2005	S ⁽⁵⁾	15,625 D \$ 31.6198	15,659 ⁽²⁾	I	See footnote

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value \$0.01 per share										(3)
Common Stock, par value \$0.01 per share	07/28/2005	07/28/2005	J ⁽⁶⁾	3,502	A	\$ 31.65	7,775 ⁽²⁾	D		
Common Stock, par value \$0.01 per share	07/28/2005	07/28/2005	J ⁽⁷⁾	879	A	\$ 31.65	879 ⁽²⁾	I		See footnote <u>(7)</u>
Common Stock, par value \$0.01 per share	07/28/2005	07/28/2005	J ⁽⁸⁾	879	A	\$ 31.65	879 ⁽²⁾	I		See footnote <u>(8)</u>
Common Stock, par value \$0.01 per share	07/28/2005	07/28/2005	J ⁽⁶⁾	25,000	A	\$ 31.65	25,158 ⁽⁶⁾	I		See footnote <u>(3)</u>
Common Stock, par value \$0.01 per share	07/28/2005	07/28/2005	J ⁽⁶⁾	25,158	D	\$ 31.65	0 ⁽⁶⁾	I		See footnote <u>(3)</u>

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

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRAWFORD JAMES III 135 S. LASALLE STREET SUITE 3800 CHICAGO, IL 60603-4131	X			

Signatures

Karen C. Fanelli, under Power of Attorney for James E. Crawford III	08/01/2005
__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) Frontenac VII LP ("FVII") distributed 312,500 shares of Common Stock of the Issuer on July 28, 2005. After such disposition, FVII holds 312,836 shares of Common Stock of the Issuer.

After giving effect to all transactions reported herein, Mr. Crawford may be deemed to beneficially own 338,028 shares of Common Stock of the Issuer (excluding shares issuable upon exercise of stock options), which includes 312,836 shares held by FVII, 15,659 shares held

(2) by Frontenac Masters VII LP ("Masters"), 7,775 shares owned directly by Mr. Crawford, 879 shares held by a trust for Mr. Crawford's wife and daughter, who are trustees of the trust ("LC Trust"), and 879 shares held by a trust for Mr. Crawford's wife and son, who are trustees of the trust ("JECIV Trust").

(3) Mr. Crawford is a member of Frontenac Company VII, LLC ("Frontenac LLC"), the general partner of FVII and Masters. Mr. Crawford disclaims beneficial ownership of the shares held by Frontenac LLC, FVII and Masters. The filing of this form shall not be deemed an admission that Mr. Crawford is, for purposes of Section 16 or otherwise, the beneficial owner of such shares.

(4) On July 28, 2005, as part of the distribution referred to in Footnote 2 above, FVII distributed 4,499 shares to Frontenac Investors VII, LLC, who then distributed its shares to its members, and 870 of such shares were distributed to Mr. Crawford. After this distribution and the distribution discussed in Footnote 6, Mr. Crawford owns directly 7,775 shares of Common Stock of the Issuer.

(5) Masters disposed of 15,625 shares of Common Stock of the Issuer on July 28, 2005. After such disposition, Masters holds 15,659 shares of Common Stock of the Issuer.

(6) On July 28, 2005, FVII distributed 25,000 shares to Frontenac LLC, who then distributed all of its 25,158 shares to its members, and 3,502 of such shares were distributed to Mr. Crawford. After this distribution and the distribution discussed in Footnote 4, Mr. Crawford owns directly 7,775 shares of Common Stock of the Issuer.

(7) On July 28, 2005, FVII distributed 25,000 shares to Frontenac LLC, who then distributed all of its 25,158 shares to its members, and 879 of such shares were distributed to LC Trust. After such distribution, LC Trust owns 879 shares of Common Stock of the Issuer.

(8) On July 28, 2005, FVII distributed 25,000 shares to Frontenac LLC, who then distributed all of its 25,158 shares to its members, and 879 of such shares were distributed to a JECIV Trust. After such distribution, JECIV Trust owns 879 shares of Common Stock of the Issuer.

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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