

SI INTERNATIONAL INC

Form 4

August 28, 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CRAWFORD JAMES III

(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)

08/24/2007

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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock ⁽³⁾	08/24/2007		M		7,260	A	\$ 30 23,391	I	By Frontenac Company ⁽¹⁾
Common Stock ⁽³⁾	08/24/2007		S		7,260	D	\$ 30 16,131	D	
Common Stock ⁽³⁾	08/24/2007		M		1,884	A	\$ 30 18,015	I	By Frontenac Company ⁽¹⁾

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Common Stock ⁽³⁾ 08/24/2007 S 1,884 D \$ 30 16,131 D

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

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(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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 16.55 ⁽²⁾	08/24/2007		M	7,260	12/31/2005 01/16/2014	Common Stock	1,884
Stock Option (Right to Buy)	\$ 25.8 ⁽²⁾	08/24/2007		M	1,884	12/31/2005 02/11/2015	Common Stock	1,884

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CRAWFORD JAMES III
C/O SI INTERNATIONAL, INC.
12012 SUNSET HILLS ROAD, SUITE 800
RESTON, VA 20190

X

Signatures

James E. Daniel by Power of Attorney

08/28/2007

 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).

- (1) Option shares are subject to an agreement between Mr. Crawford and Frontenac Company pursuant to which Frontenac Company is entitled to the economic benefit of such shares.
- (2) Exercise price of the stock options.
- (3) Sale of shares received upon exercise of 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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