

SI INTERNATIONAL INC
Form 4
April 05, 2006

FORM 4

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

OMB APPROVAL

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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 *
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)
04/03/2006

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)
EVP & Chief Financial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------------------|---|--|-----------------------------------|
| | | | | Code | V Amount or Price | | | |
| Common Stock ⁽¹⁾ | 04/03/2006 | | M | | 500 | A \$ 34.9 | 41,569 | D |
| Common Stock ⁽¹⁾ | 04/03/2006 | | S | | 500 | D \$ 34.9 | 41,069 | D |
| Common Stock ⁽¹⁾ | 04/03/2006 | | M | | 1 | A \$ 34.91 | 41,070 | D |
| Common Stock ⁽¹⁾ | 04/03/2006 | | S | | 1 | D \$ 34.91 | 41,069 | D |
| Common Stock ⁽¹⁾ | 04/03/2006 | | M | | 133 | A \$ 34.93 | 41,202 | D |

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| | | | | | | | |
|-------------------------|------------|---|-----|---|----------|--------|---|
| Common Stock <u>(1)</u> | 04/03/2006 | S | 133 | D | \$ 34.93 | 41,069 | D |
| Common Stock <u>(1)</u> | 04/03/2006 | M | 99 | A | \$ 34.94 | 41,168 | D |
| Common Stock <u>(1)</u> | 04/03/2006 | S | 99 | D | \$ 34.94 | 41,069 | D |
| Common Stock <u>(1)</u> | 04/03/2006 | M | 201 | A | \$ 34.95 | 41,270 | D |
| Common Stock <u>(1)</u> | 04/03/2006 | S | 201 | D | \$ 34.95 | 41,069 | D |
| Common Stock <u>(1)</u> | 04/03/2006 | M | 33 | A | \$ 34.96 | 41,102 | D |
| Common Stock <u>(1)</u> | 04/03/2006 | S | 33 | D | \$ 34.96 | 41,069 | D |
| Common Stock <u>(1)</u> | 04/03/2006 | M | 33 | A | \$ 34.97 | 41,102 | D |
| Common Stock <u>(1)</u> | 04/03/2006 | S | 33 | D | \$ 34.97 | 41,069 | 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. P... Der... Sec... (Ins... | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) <u>(2)</u> | \$ 14 <u>(3)</u> | 04/03/2006 | | M | 500 | 12/31/2005 | 11/11/2012 | Common Stock | 500 |

| | | | | | | | | | |
|---|----------------------|------------|---|-----|------------|------------|-----------------|-----|----|
| Stock Option (Right to Buy) ⁽²⁾ | \$ 14 ⁽³⁾ | 04/03/2006 | M | 1 | 12/31/2005 | 11/11/2012 | Common Stock | 1 | \$ |
| Stock Option (Right to Buy) ⁽²⁾ | \$ 14 ⁽³⁾ | 04/03/2006 | M | 133 | 12/31/2005 | 11/11/2012 | Common Stock | 133 | \$ |
| Stock Option (Right to Buy) ⁽²⁾ | \$ 14 ⁽³⁾ | 04/03/2006 | M | 99 | 12/31/2005 | 11/11/2012 | Common Stock | 99 | \$ |
| Stock Option (Right to Buy) ⁽²⁾ | \$ 14 ⁽³⁾ | 04/03/2006 | M | 201 | 12/31/2005 | 11/11/2012 | Common Stock | 201 | \$ |
| Stock Option (Right to Buy) ⁽²⁾ | \$ 14 ⁽³⁾ | 04/03/2006 | M | 33 | 12/31/2005 | 11/11/2012 | Common Stock | 33 | \$ |
| Stock Option (Right to Buy) ⁽²⁾ | \$ 14 ⁽³⁾ | 04/03/2006 | M | 33 | 12/31/2005 | 11/11/2012 | Common Stock | 33 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DUNN THOMAS E C/O SI INTERNATIONAL, INC. 12012 SUNSET HILLS ROAD, SUITE 800 RESTON, VA 20190 | | | EVP & Chief Financial Officer | |

Signatures

/s/ James E. Daniel by Power of Attorney
04/05/2006

⁽²⁾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 10b5-1 trading plan
- (2) Options were exercised pursuant to a 10b5-1 trading plan.
- (3) Exercise price of the stock options.

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