#### SI INTERNATIONAL INC

Form 4 March 17, 2006

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

See Instruction 1(b).

(Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **DUNN THOMAS E** Issuer Symbol SI INTERNATIONAL INC [SINT] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_X\_\_ Officer (give title Other (specify C/O SI INTERNATIONAL, 03/16/2006 below) INC., 12012 SUNSET HILLS Executive Vice President & CFO ROAD, SUITE 800 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting **RESTON, VA 20190** 

(City)	(State) (	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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 ction(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common			Code V	Amount	. ,	Price	Reported Transaction(s) (Instr. 3 and 4)		
Stock	03/16/2006		M	1,000	A	32.52	42,069	D	
Common Stock (1)	03/16/2006		S	1,000	D	\$ 32.52	41,069	D	
Common Stock	03/16/2006		M	1,000	A	\$ 32.7	42,069	D	
Common Stock (1)	03/16/2006		S	1,000	D	\$ 32.7	41,069	D	
Common Stock	03/17/2006		M	1,000	A	\$ 33.13	42,069	D	

#### Edgar Filing: SI INTERNATIONAL INC - Form 4

Common Stock (1)	03/17/2006	S	1,000	D	\$ 33.13	41,069	D
Common Stock	03/17/2006	M	200	A	\$ 32.87	41,269	D
Common Stock (1)	03/17/2006	S	200	D	\$ 33.87	41,069	D
Common Stock	03/17/2006	M	800	A	\$ 32.78	41,869	D
Common Stock (1)	03/17/2006	S	800	D	\$ 32.78	41,069	D

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 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. Transactic Code (Instr. 8)	Secu Acqu (A) o Dispo	rities nired or osed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) (2)	\$ 32.52	03/16/2006		M		20	11/11/2004	11/11/2012	Common Stock	20
Stock Option (Right to Buy) (2)	\$ 32.52	03/16/2006		M		980	11/11/2004	11/11/2012	Common Stock	980
Stock Option (Right to Buy) (2)	\$ 32.7	03/16/2006		M		1,000	11/11/2004	11/11/2012	Common Stock	1,000
Stock Option	\$ 33.13	03/17/2006		M		1,000	11/11/2004	11/11/2012	Common Stock	1,000

#### Edgar Filing: SI INTERNATIONAL INC - Form 4

(Right to Buy) $\frac{(2)}{}$								
Stock Option (Right to Buy) (2)	\$ 32.87	03/17/2006	M	200	11/11/2004	11/11/2012	Common Stock	200
Stock Option (Right to	\$ 32.78	03/17/2006	M	800	11/11/2004	11/11/2012	Common Stock	800

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

DUNN THOMAS E C/O SI INTERNATIONAL, INC. 12012 SUNSET HILLS ROAD, SUITE 800 RESTON, VA 20190

Executive Vice President & CFO

### **Signatures**

James E. Daniel by Power of Attorney 03/17/2006

\*\*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.
- (4) Stock option granted on 11/11/02 for 20 shares.
- (5) Separate stock option granted on 11/11/02 for 43,500 shares.

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.

Reporting Owners 3