

SRA INTERNATIONAL INC  
Form 4  
July 21, 2011

**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 \*  
KLEIN MICHAEL R

2. Issuer Name and Ticker or Trading Symbol  
SRA INTERNATIONAL INC  
[SRX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
07/20/2011

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

C/O SRA INTERNATIONAL, INC., 4300 FAIR LAKES COURT

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

FAIRFAX, VA 22033

(City) (State) (Zip)

**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
Class A Common Stock	07/20/2011		D(1)(2)		14,144	D	\$ 31.25
					0		

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)**

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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)	\$ 5.0745	07/20/2011		D <sup>(3)</sup>	29,410	<sup>(3)</sup> 12/21/2016	Class A Common Stock	29,410
Stock Option (Right to Buy)	\$ 16.795	07/20/2011		D <sup>(3)</sup>	20,000	<sup>(3)</sup> 08/07/2013	Class A Common Stock	20,000
Stock Option (Right to Buy)	\$ 25.105	07/20/2011		D <sup>(3)</sup>	2,700	<sup>(3)</sup> 08/07/2016	Class A Common Stock	2,700
Stock Option (Right to Buy)	\$ 25.59	07/20/2011		D <sup>(3)</sup>	2,640	<sup>(3)</sup> 08/13/2017	Class A Common Stock	2,640
Stock Option (Right to Buy)	\$ 23.36	07/20/2011		D <sup>(3)</sup>	2,870	<sup>(3)</sup> 08/15/2018	Class A Common Stock	2,870
Stock Option (Right to Buy)	\$ 20.08	07/20/2011		D <sup>(3)</sup>	3,090	<sup>(3)</sup> 08/17/2019	Class A Common Stock	3,090
Stock Option (Right to Buy)	\$ 20.06	07/20/2011		D <sup>(3)</sup>	6,240	<sup>(3)</sup> 08/16/2020	Class A Common Stock	6,240
Stock Option (Right to Buy)	\$ 3.4085	07/20/2011		D <sup>(3)</sup>	9,410	<sup>(3)</sup> 01/13/2014	Class A Common Stock	9,410

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLEIN MICHAEL R C/O SRA INTERNATIONAL, INC. 4300 FAIR LAKES COURT FAIRFAX, VA 22033	X			

## Signatures

/s/ Mark D. Schultz, attorney-in-fact for Michael R.  
Klein

07/21/2011

\*\*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) Disposed of pursuant to the terms of the Agreement and Plan of Merger, dated as of March 31, 2011 ("Merger Agreement"), by and among the issuer, Sterling Parent Inc. and Sterling Merger Inc., providing for the merger of Sterling Merger Inc. with and into SRA International, Inc. ("Merger").

(2) Restricted shares of Common Stock were granted under an equity incentive plan of SRA International, Inc. This amount includes 3,275 restricted shares of Common Stock granted prior to June 30, 2011, which vested immediately prior to the effective time of the Merger, pursuant to the terms of the Merger Agreement.

(3) Disposed of pursuant to the terms of the Merger Agreement. Pursuant to the terms of the Merger Agreement, all unvested options vested immediately prior to the effective time of the Merger, and all outstanding options were canceled and converted into the right to receive, per share, the excess of \$31.25 over the per share exercise price.

(4) Not applicable.

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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