

VOLGENAU ERNST  
Form 4  
July 21, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
VOLGENAU ERNST

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)
				(A) or (D)	Price		
Class A Common Stock	03/18/2008		J <sup>(2)</sup>	5,150	D	\$ 200	D
Class A Common Stock	03/18/2008		J <sup>(2)</sup>	5,150	A	\$ 111,144	I By Revocable Trust
Class A Common Stock	07/20/2011		D <sup>(1)</sup>	200	D	\$ 31.25	D
Class A Common Stock	07/20/2011		D <sup>(1)</sup>	111,144	D	\$ 0	I By

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Common Stock					31.25			Revocable Trust	
Class A Common Stock	07/20/2011		D <sup>(1)</sup>	2,170 <sup>(3)</sup>	D	\$ 31.25	0	I	By 401(k)
Class B Common Stock	07/20/2011		D <sup>(1)</sup>	5,000,000	D	\$ 31.25	0	I	By CRUT I
Class B Common Stock	07/20/2011		D <sup>(1)</sup>	1,000,000	D	\$ 31.25	0	I	By CRUT II
Class B Common Stock	07/20/2011		D <sup>(1)</sup>	270,581	D	\$ 31.25	0	I	By Revocable Trust
Class B Common Stock	07/20/2011		D <sup>(1)</sup>	631,888	D	\$ 31.25	0	I	By GRAT
Class B Common Stock	07/20/2011		D <sup>(4)</sup>	4,800,000	D	\$ 31.25	0	I	By Revocable Trust

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.**

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

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

## Signatures

/s/ Mark D. Schultz, attorney-in-fact for Ernst  
Volgenau

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).

Disposed of pursuant to the terms of the Agreement and Plan of Merger, dated as of March 31, 2011, 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. (the "Merger").

(2) Transfer of shares from direct ownership to Revocable Trust.

(3) Includes company matching contributions of 225 shares made on January 25, 2010 and 211 shares made on January 28, 2011.

Disposed of in connection with the Merger. These shares of common stock were exchanged for equity interests in Sterling Holdco Inc. ("Holdco"), the parent company of Sterling Parent Inc., and a promissory note issued by Holdco, having an aggregate value of the \$31.25 per share merger consideration multiplied by the number of shares exchanged.

(5) 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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