

SI INTERNATIONAL INC
Form 4
December 31, 2008

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 *
CULVER WALTER J

(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)
12/29/2008

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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	12/29/2008		D		77,905 (1)	D	
					\$ 32 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 14	12/29/2008		D		14,822		<u>(2)</u>	11/11/2012	Common Stock	14,822
Employee Stock Option (Right to Buy)	\$ 14	12/29/2008		D		50		<u>(3)</u>	11/11/2012	Common Stock	50
Employee Stock Option (Right to Buy)	\$ 16.43	12/29/2008		D		5,000		<u>(4)</u>	01/15/2014	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 28.22	12/29/2008		D		1,875		<u>(5)</u>	03/07/2017	Common Stock	1,875
Employee Stock Option (Right to Buy)	\$ 14	12/29/2008		D		5,878		<u>(6)</u>	11/11/2012	Common Stock	5,878
Employee Stock Option (Right to Buy)	\$ 23.55	12/29/2008		D		1,875		<u>(7)</u>	02/22/2018	Common Stock	1,875
Employee Stock Option (Right to Buy)	\$ 28.61	12/29/2008		D		1,875		<u>(8)</u>	08/04/2016	Common Stock	1,875
	\$ 17.35	12/29/2008		D		25		<u>(9)</u>	01/14/2014		25

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- (7) This option, which provided for vesting in three equal annual installments beginning on February 22, 2009, was canceled in the Merger in exchange for a cash payment of \$15,843.75, representing an amount equal to the number of shares of common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of \$32.00.
- (8) This option, which provided for vesting in three equal annual installments beginning on August 4, 2007, was canceled in the Merger in exchange for a cash payment of \$6,356.25, representing an amount equal to the number of shares of common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of \$32.00.
- (9) This option, which fully vested on December 31, 2005, was canceled in the Merger in exchange for a cash payment of \$366.25, representing an amount equal to the number of shares of common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of \$32.00.
- (10) This option, which fully vested on December 31, 2005, was canceled in the Merger in exchange for a cash payment of \$17,875.79, representing an amount equal to the number of shares of common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of \$32.00.

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.