

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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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 *
ANTLE S BRADFORD

(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)
President & CEO

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 (A) or (D) Price | | | |
| Common Stock ⁽¹⁾ | 04/03/2006 | | M | 1,000 A \$ 34.9 | 27,676 | D | |
| Common Stock ⁽¹⁾ | 04/03/2006 | | S | 1,000 D \$ 34.9 | 26,676 | D | |
| Common Stock ⁽¹⁾ | 04/03/2006 | | M | 2 A \$ 34.91 | 26,678 | D | |
| Common Stock ⁽¹⁾ | 04/03/2006 | | S | 2 D \$ 34.91 | 26,676 | D | |
| Common Stock ⁽¹⁾ | 04/03/2006 | | M | 265 A \$ 34.93 | 26,941 | D | |

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| | | | | | | | |
|-------------------------|------------|---|-------|---|----------|--------|---|
| Common Stock <u>(1)</u> | 04/03/2006 | S | 265 | D | \$ 34.93 | 26,676 | D |
| Common Stock <u>(1)</u> | 04/03/2006 | M | 200 | A | \$ 34.94 | 26,876 | D |
| Common Stock <u>(1)</u> | 04/03/2006 | S | 200 | D | \$ 34.94 | 26,676 | D |
| Common Stock <u>(1)</u> | 04/03/2006 | M | 401 | A | \$ 34.95 | 27,077 | D |
| Common Stock <u>(1)</u> | 04/03/2006 | S | 401 | D | \$ 34.95 | 26,676 | D |
| Common Stock <u>(1)</u> | 04/03/2006 | M | 66 | A | \$ 34.96 | 26,742 | D |
| Common Stock <u>(1)</u> | 04/03/2006 | S | 66 | D | \$ 34.96 | 26,676 | D |
| Common Stock <u>(1)</u> | 04/03/2006 | M | 66 | A | \$ 34.97 | 26,742 | D |
| Common Stock <u>(1)</u> | 04/03/2006 | S | 66 | D | \$ 34.97 | 26,676 | D |
| Common Stock <u>(1)</u> | 04/04/2006 | M | 200 | A | \$ 34 | 26,876 | D |
| Common Stock <u>(1)</u> | 04/04/2006 | S | 200 | D | \$ 34 | 26,676 | D |
| Common Stock <u>(1)</u> | 04/04/2006 | M | 200 | A | \$ 34.01 | 26,876 | D |
| Common Stock <u>(1)</u> | 04/04/2006 | S | 200 | D | \$ 34.01 | 26,676 | D |
| Common Stock <u>(1)</u> | 04/04/2006 | M | 800 | A | \$ 34.03 | 27,476 | D |
| Common Stock <u>(1)</u> | 04/04/2006 | S | 800 | D | \$ 34.03 | 26,676 | D |
| Common Stock <u>(1)</u> | 04/04/2006 | M | 300 | A | \$ 34.05 | 26,976 | D |
| Common Stock <u>(1)</u> | 04/04/2006 | S | 300 | D | \$ 34.05 | 26,676 | D |
| Common Stock <u>(1)</u> | 04/04/2006 | M | 500 | A | \$ 34.1 | 27,176 | D |
| Common Stock <u>(1)</u> | 04/04/2006 | S | 500 | D | \$ 34.1 | 26,676 | D |
| Common Stock <u>(1)</u> | 04/05/2006 | M | 1,500 | A | \$ 34 | 28,176 | D |
| | 04/05/2006 | S | 1,500 | D | \$ 34 | 26,676 | D |

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| | | | | | | | |
|-----------------------------|------------|--|---|-----|---|----------|----------|
| Common Stock ⁽¹⁾ | | | | | | | |
| Common Stock ⁽¹⁾ | 04/05/2006 | | M | 400 | A | \$ 34.01 | 27,076 D |
| Common Stock ⁽¹⁾ | 04/05/2006 | | S | 400 | D | \$ 34.01 | 26,676 D |
| Common Stock ⁽¹⁾ | 04/05/2006 | | M | 100 | A | \$ 34.03 | 26,776 D |
| Common Stock ⁽¹⁾ | 04/05/2006 | | S | 100 | D | \$ 34.03 | 26,676 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) ⁽²⁾ | \$ 14 ⁽³⁾ | 04/03/2006 | | M | 1,000 | 12/31/2005 12/31/2011 | Common Stock | 1,000 |
| Stock Option (Right to Buy) ⁽²⁾ | \$ 14 ⁽³⁾ | 04/03/2006 | | M | 2 | 12/31/2005 12/31/2011 | Common Stock | 2 |
| Stock Option (Right to Buy) ⁽²⁾ | \$ 14 ⁽³⁾ | 04/03/2006 | | M | 265 | 12/31/2005 12/31/2011 | Common Stock | 265 |
| Stock Option | \$ 14 ⁽³⁾ | 04/03/2006 | | M | 200 | 12/31/2005 12/31/2011 | Common Stock | 200 |

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(Right to Buy) ⁽²⁾

Stock Option (Right to Buy) ⁽²⁾

\$ 14 ⁽³⁾

04/03/2006

M

401

12/31/2005 12/31/2011

Common Stock

401

Stock Option (Right to Buy) ⁽²⁾

\$ 14 ⁽³⁾

04/03/2006

M

66

12/31/2005 12/31/2011

Common Stock

66

Stock Option (Right to Buy) ⁽²⁾

\$ 14 ⁽³⁾

04/03/2006

M

66

12/31/2005 12/31/2011

Common Stock

66

Stock Option (Right to Buy) ⁽²⁾

\$ 14 ⁽³⁾

04/04/2006

M

200

12/31/2005 12/31/2011

Common Stock

200

Stock Option (Right to Buy) ⁽²⁾

\$ 14 ⁽³⁾

04/04/2006

M

200

12/31/2005 12/31/2011

Common Stock

200

Stock Option (Right to Buy) ⁽²⁾

\$ 14 ⁽³⁾

04/04/2006

M

800

12/31/2005 12/31/2011

Common Stock

800

Stock Option (Right to Buy) ⁽²⁾

\$ 14 ⁽³⁾

04/04/2006

M

300

12/31/2005 12/31/2011

Common Stock

300

Stock Option (Right to Buy) ⁽²⁾

\$ 14 ⁽³⁾

04/04/2006

M

500

12/31/2005 12/31/2011

Common Stock

500

Stock Option (Right to Buy) ⁽²⁾

\$ 14 ⁽³⁾

04/05/2006

M

1,500

12/31/2005 12/31/2011

Common Stock

1,500

Stock Option (Right to Buy) ⁽²⁾

\$ 14 ⁽³⁾

04/05/2006

M

400

12/31/2005 12/31/2011

Common Stock

400

Stock Option (Right to

\$ 14 ⁽³⁾

04/05/2006

M

100

12/31/2005 12/31/2011

Common Stock

100

Buy) (2)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ANTLE S BRADFORD C/O SI INTERNATIONAL, INC. 12012 SUNSET HILLS ROAD, SUITE 800 RESTON, VA 20190 | | | President & CEO | |

Signatures

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

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

(4) This entry corrects prior Forms 4. The total vested and exercisable stock options for this stock option, immediately prior to this exercise and sale, is 63,471. The total vested and exercisable stock option grants held by Mr. Antle as of the period immediately prior to this filing are 163,821 shares, which include the 63,471 identified above plus 45 shares issued pursuant to a separate 11/11/2002 stock option grant, 14,780 shares issued pursuant to a 1/15/2004 stock option grant, 20,000 shares issued pursuant to a 1/15/2004 stock option grant, 25 shares issued on a 7/9/2004 stock option grant, 15,500 shares issued pursuant to a 2/3/2005 stock option grant, and 50,000 shares issued pursuant to a 10/6/2006 stock option grant.

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.