

Nadeau Richard John  
 Form 4  
 July 12, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Nadeau Richard John

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)  
 07/01/2011

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Chief Financial Officer

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 Ownership (Instr. 4)	
				Code V	Amount or Price			
Class A Common Stock	07/01/2011		A	(A)	1,129 (1)	A	(2) 18,494 (3)	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)**

## Edgar Filing: Nadeau Richard John - Form 4

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

### Reporting Owners

Reporting Owner Name / Address	Relationships				Amount or Number of Shares
	Director	10% Owner	Officer	Other	
Nadeau Richard John C/O SRA INTERNATIONAL, INC. 4300 FAIR LAKES COURT FAIRFAX, VA 22033			Chief Financial Officer		

### Signatures

/s/ Mark D. Schultz, Attorney-in-fact for Richard J. Nadeau 07/12/2011

\*\*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).
- These restricted stock shares will vest at the conclusion of the quarter, which began on July 1, 2011. If the transaction contemplated by the Agreement and Plan of Merger, dated as of March 31, 2011 (the "Merger Agreement") between SRA International, Inc. and Sterling Parent, Inc., Sterling Merger, Inc. and Providence Equity Partners LLC, closes during the calendar quarter, the award will vest on a pro rata basis per month, with vesting credit being given for the entire calendar month in which the Effective Time (as defined in the Merger Agreement), occurs and all vested shares will be cashed out immediately after the Effective Time, and cancelled pursuant to the terms of the Merger Agreement, with the unvested balance of such award being immediately forfeited prior to the Effective Time. Reference is made to Section 3 of filer's Employment Agreement, dated May 14, 2009, filed with the SEC on August 25, 2009, in connection with change of control and accelerated vesting.
- (1) Agreement), occurs and all vested shares will be cashed out immediately after the Effective Time, and cancelled pursuant to the terms of the Merger Agreement, with the unvested balance of such award being immediately forfeited prior to the Effective Time. Reference is made to Section 3 of filer's Employment Agreement, dated May 14, 2009, filed with the SEC on August 25, 2009, in connection with change of control and accelerated vesting.
  - (2) Not applicable.
  - (3) The amount reported includes 12,770 unvested restricted shares and includes 2,374 shares purchased through the Company's Employee Stock Purchase Plan ("ESPP").

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.