

SI INTERNATIONAL INC

Form 4

December 31, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARSH R THOMAS

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D)	Price	
Common Stock	12/29/2008		D		11,695 (1)	\$ 32 0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
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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. D S (I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 25.8	12/29/2008		D		2,500		<u>(2)</u>	02/11/2015	Common Stock	2,500
Employee Stock Option (Right to Buy)	\$ 23.55	12/29/2008		D		1,875		<u>(3)</u>	02/22/2018	Common Stock	1,875
Employee Stock Option (Right to Buy)	\$ 14	12/29/2008		D		8,700		<u>(4)</u>	11/11/2012	Common Stock	8,700
Employee Stock Option (Right to Buy)	\$ 28.61	12/29/2008		D		1,875		<u>(5)</u>	08/04/2016	Common Stock	1,875
Employee Stock Option (Right to Buy)	\$ 16.55	12/29/2008		D		2,500		<u>(6)</u>	01/16/2014	Common Stock	2,500
Employee Stock Option (Right to Buy)	\$ 28.22	12/29/2008		D		1,875		<u>(7)</u>	03/07/2017	Common Stock	1,875

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

MARSH R THOMAS
C/O SI INTERNATIONAL, INC.
12012 SUNSET HILLS ROAD, SUITE 800 X
RESTON, VA 20190

Signatures

James E. Daniel by Power of Attorney
12/31/2008

__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 in connection with the merger (the "Merger") of Matador Acquisition Corporation, a Delaware corporation ("Merger Sub"), with and into the issuer, as contemplated by that certain Agreement and Plan of Merger by and among the issuer, Serco Group plc, a public limited company organized under the laws of England and Wales, Serco Inc., a New Jersey corporation and Merger Sub, dated as of August 26, 2008. In connection with the Merger, the shares of common stock listed were exchanged for the right to receive \$32.00 per share in cash.

(1) This option, which fully vested on December 31, 2005, was canceled in the Merger in exchange for a cash payment of \$15,500.00, 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.

(3) 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.

(4) This option, which fully vested on December 31, 2005, was canceled in the Merger in exchange for a cash payment of \$156,600.00, 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.

(5) 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.

(6) This option, which fully vested on December 31, 2005, was canceled in the Merger in exchange for a cash payment of \$38,625.00, 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.

(7) This option, which provided for vesting in three equal annual installments beginning on March 7, 2008, was canceled in the Merger in exchange for a cash payment of \$7,087.50, 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.

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