

VOLGENAU ERNST
Form 4
August 19, 2005

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 *
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)
4350 FAIR LAKES COURT

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

FAIRFAX, VA 22033

(City) (State) (Zip)

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

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	08/17/2005		C ⁽²⁾	477,638	A	<u>(1)</u>	0 <u>(1)</u>	I	By Trust
Class A Common Stock	08/17/2005		M	5,202	A	\$ 4.25	0 <u>(1)</u>	I	By Trust
Class A Common Stock	08/17/2005		M	12,010	A	\$ 12.4	0 <u>(1)</u>	I	By Trust
Class A Common	08/17/2005		M	5,150	A	\$ 16.795	0 <u>(1)</u>	I	By Trust

Edgar Filing: VOLGENAU ERNST - Form 4

Stock									
Class A Common Stock	08/17/2005		S	500,000	D	\$ 33.2	0 ⁽¹⁾	I	By Trust
Class A Common Stock							255,532 ⁽³⁾	I	By GRAT
Class A Common Stock							1,424 ⁽³⁾ ⁽¹⁰⁾	I	By 401(k)
Class A Common Stock							200	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)

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 o Number o Shares
Class B Common Stock	<u>(4)</u>	08/17/2005		C	477,638	<u>(4)</u>	<u>(1)</u>	Class A Common Stock	477,638
Stock Option (Right to Buy)	\$ 4.25	08/17/2005		M	5,202	<u>(6)</u>	06/30/2016	Class A Common Stock	5,202
Stock Option (Right to Buy)	\$ 12.4	08/17/2005		M	12,010	<u>(7)</u>	08/15/2017	Class A Common Stock	24,020
Stock Option (Right to	\$ 16.795	08/17/2005		M	5,150	<u>(8)</u>	08/07/2013	Class A Common Stock	15,450

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VOLGENAU ERNST 4350 FAIR LAKES COURT FAIRFAX, VA 22033	X	X	Chairman	

Signatures

/s/ Charles G. Crotty, attorney-in-fact for Ernst
Volgenau

08/19/2005

**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) Not applicable.
- (2) Such shares were converted from class B common stock to class A common stock in connection with the sale of such shares by the Reporting Person.
- (3) Reflects a 2:1 stock split dividend, effective May 27, 2005.
- (4) Each share of class B common stock is convertible at any time into one share of class A common stock.
- (5) Includes 735,132 shares held by a Grantor Retained Annuity Trust.
- (6) This stock option is fully exercisable.
- (7) The options exercised were fully exercisable. The 12,010 remaining options from this grant will vest on 8/15/2006.
- (8) The options exercised were fully exercisable. The remaining 10,300 options from this grant will vest in equal installments on 8/7/2006 and 8/7/2007.
- (9) Reflects a distribution of 104,668 shares from the GRAT to the Trust on 4/13/2005.
- (10) Reflects a company matching contribution of 28 shares made on January 21, 2005.

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.