

SI INTERNATIONAL INC
Form 4
March 24, 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 *
DUNN THOMAS E

(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)
03/22/2006

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)
EVP & Chief Financial Officer

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 or Price		
Common Stock ⁽¹⁾	03/22/2006		M		1,000 A \$ 33	42,069	D
Common Stock ⁽¹⁾	03/22/2006		S		1,000 D \$ 33	41,069	D
Common Stock ⁽¹⁾	03/22/2006		M		898 A \$ 33.06	41,967	D
Common Stock ⁽¹⁾	03/22/2006		S		898 D \$ 33.06	41,069	D
Common Stock ⁽¹⁾	03/22/2006		M		2 A \$ 33.07	41,071	D

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Common Stock <u>(1)</u>	03/22/2006	S	2	D	\$ 33.07	41,069	D
Common Stock <u>(1)</u>	03/22/2006	M	100	A	\$ 33.2	41,169	D
Common Stock <u>(1)</u>	03/22/2006	S	100	D	\$ 33.2	41,069	D
Common Stock <u>(1)</u>	03/23/2006	M	2,000	A	\$ 34	43,069	D
Common Stock <u>(1)</u>	03/23/2006	S	2,000	D	\$ 34	41,069	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) <u>(2)</u>	\$ 14 <u>(3)</u>	03/22/2006		M	1,000	11/11/2004 11/11/2012	Common Stock	1,000
Stock Option (Right to Buy) <u>(2)</u>	\$ 14 <u>(3)</u>	03/22/2006		M	898	11/11/2004 11/11/2012	Common Stock	898
Stock Option (Right to Buy) <u>(2)</u>	\$ 14 <u>(3)</u>	03/22/2006		M	2	11/11/2004 11/11/2012	Common Stock	2
Stock Option	\$ 14 <u>(3)</u>	03/22/2006		M	100	11/11/2004 11/11/2012	Common Stock	100

(Right to Buy) ⁽²⁾

Stock

Option (Right to Buy) ⁽²⁾

\$ 14 ⁽³⁾

03/23/2006

M

2,000

11/11/2004

11/11/2012

Common Stock

2,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

DUNN THOMAS E
C/O SI INTERNATIONAL, INC.
12012 SUNSET HILLS ROAD, SUITE 800
RESTON, VA 20190

EVP & Chief Financial Officer

Signatures

/s/ James E. Daniel by Power of Attorney

03/24/2006

 **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.

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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