

FLORENCE WALTER C
Form 4
November 22, 2005

FORM 4

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

OMB APPROVAL

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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 *
FLORENCE WALTER C

(Last) (First) (Middle)

135 S. LASALLE STREET, SUITE 3800

(Street)

CHICAGO, IL 60603-4131

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SI INTERNATIONAL INC [SINT]

3. Date of Earliest Transaction
(Month/Day/Year)
11/18/2005

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 | (A) or (D) | Price | | | |
| Common Stock, par value \$0.01 per share | 11/18/2005 | 11/18/2005 | J ⁽¹⁾ | | 302,836 | D | \$ 28.74 | 0 ⁽²⁾ | I | See footnote ⁽³⁾ |
| Common Stock, par value \$0.01 per share | 11/18/2005 | 11/18/2005 | S ⁽⁴⁾ | | 10,000 | D | \$ 28.7312 | 0 ⁽²⁾ | I | See footnote ⁽³⁾ |
| Common Stock, par | 11/18/2005 | 11/18/2005 | S ⁽⁵⁾ | | 15,659 | D | \$ 28.7487 | 0 ⁽²⁾ | I | See footnote |

| | | | | | | | | |
|------------------------------------------------------|--|--|--|----|--|--|---|-----|
| value \$0.01 per share | | | | | | | | (3) |
| Common Stock, par value \$0.01 per share | | | | 53 | | | D | |

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

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FLORENCE WALTER C
135 S. LASALLE STREET, SUITE 3800 X
CHICAGO, IL 60603-4131

Signatures

Karen C. Fanelli, under Power of Attorney for Walter C.
Florence

11/22/2005

__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) Frontenac VII LP ("FVII") distributed 302,836 shares of Common Stock of the Issuer on November 18, 2005. After such disposition and the disposition discussed in Footnote 4, FVII holds no shares of Common Stock of the Issuer.

After giving effect to all the transactions reported herein, Mr. Florence may be deemed to beneficially own 53 shares of Common Stock of the Issuer (excluding shares issuable upon exercise of stock options), which includes no shares held by FVII, no shares held by Frontenac Masters VII LP ("Masters"), and 53 shares owned directly by Mr. Florence.
- (3) Mr. Florence is associated with Frontenac Company VII, LLC ("Frontenac LLC"), the general partner of FVII and the general partner of Masters. Mr. Florence disclaims beneficial ownership of the shares held by FVII and Masters except to the extent of his pecuniary interest in Masters arising from his role as a limited partner in such entity. The filing of this form shall not be deemed to be an admission that Mr. Florence is, for purposes of Section 16 or otherwise, the beneficial owner of such shares.
- (4) FVII disposed of 10,000 shares of Common Stock of the Issuer on November 18, 2005. After such disposition and the distribution discussed in Footnote 1, FVII holds no shares of Common Stock of the Issuer.
- (5) Masters disposed of 15,659 shares of Common Stock of the Issuer on November 18, 2005. After such disposition, Masters holds no shares of Common Stock of the Issuer.

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.