

SI INTERNATIONAL INC
Form 4
April 05, 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)
04/03/2006

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⁾	04/03/2006		M		500	A \$ 34.9	41,569	D
Common Stock ⁽¹⁾	04/03/2006		S		500	D \$ 34.9	41,069	D
Common Stock ⁽¹⁾	04/03/2006		M		1	A \$ 34.91	41,070	D
Common Stock ⁽¹⁾	04/03/2006		S		1	D \$ 34.91	41,069	D
Common Stock ⁽¹⁾	04/03/2006		M		133	A \$ 34.93	41,202	D

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Common Stock <u>(1)</u>	04/03/2006	S	133	D	\$ 34.93	41,069	D
Common Stock <u>(1)</u>	04/03/2006	M	99	A	\$ 34.94	41,168	D
Common Stock <u>(1)</u>	04/03/2006	S	99	D	\$ 34.94	41,069	D
Common Stock <u>(1)</u>	04/03/2006	M	201	A	\$ 34.95	41,270	D
Common Stock <u>(1)</u>	04/03/2006	S	201	D	\$ 34.95	41,069	D
Common Stock <u>(1)</u>	04/03/2006	M	33	A	\$ 34.96	41,102	D
Common Stock <u>(1)</u>	04/03/2006	S	33	D	\$ 34.96	41,069	D
Common Stock <u>(1)</u>	04/03/2006	M	33	A	\$ 34.97	41,102	D
Common Stock <u>(1)</u>	04/03/2006	S	33	D	\$ 34.97	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. P... Der... Sec... (Ins...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) <u>(2)</u>	\$ 14 <u>(3)</u>	04/03/2006		M	500	12/31/2005	11/11/2012	Common Stock	500

Stock Option (Right to Buy) ⁽²⁾	\$ 14 ⁽³⁾	04/03/2006	M	1	12/31/2005	11/11/2012	Common Stock	1	\$
Stock Option (Right to Buy) ⁽²⁾	\$ 14 ⁽³⁾	04/03/2006	M	133	12/31/2005	11/11/2012	Common Stock	133	\$
Stock Option (Right to Buy) ⁽²⁾	\$ 14 ⁽³⁾	04/03/2006	M	99	12/31/2005	11/11/2012	Common Stock	99	\$
Stock Option (Right to Buy) ⁽²⁾	\$ 14 ⁽³⁾	04/03/2006	M	201	12/31/2005	11/11/2012	Common Stock	201	\$
Stock Option (Right to Buy) ⁽²⁾	\$ 14 ⁽³⁾	04/03/2006	M	33	12/31/2005	11/11/2012	Common Stock	33	\$
Stock Option (Right to Buy) ⁽²⁾	\$ 14 ⁽³⁾	04/03/2006	M	33	12/31/2005	11/11/2012	Common Stock	33	\$

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
04/05/2006

⁽²⁾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.

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