SI INTERNATIONAL INC

Form 4 July 28, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer

subject to Section 16. Form 4 or Form 5 obligations

may continue.

SECURITIES

See Instruction 1(b).

(Last)

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**

(First)

(Middle)

Symbol

SI INTERNATIONAL INC [SINT]

2. Issuer Name and Ticker or Trading

(Month/Day/Year)

3. Date of Earliest Transaction

07/26/2005

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

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burden hours per

C/O SI INTERNATIONAL, INC., 12012 SUNSET HILLS ROAD, SUITE 800

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Executive Vice President & CFO

Applicable Line)

Director

_X__ Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

RESTON, VA 20190

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative s	Securi	ities Acc	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	07/26/2005		M	5	A	\$ 32.1	41,074	D	
Common Stock	07/26/2005		M	1,995	A	\$ 32.1	43,069	D	
Common Stock (1)	07/26/2005		S	2,000	D	\$ 32.1	41,069	D	
Common Stock	07/27/2005		M	2,000	A	\$ 32	43,069	D	
Common Stock (1)	07/27/2005		S	2,000	D	\$ 32	41,069	D	

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

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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)

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 proof 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 Se (I
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy) (2)	\$ 9.27	07/26/2005		M	5	12/31/2002	12/31/2011	Common Stock	5	\$
Stock Options (Right to Buy) (2)	\$ 11.19	07/26/2005		M	1,995	01/31/2004	01/31/2013	Common Stock	1,995	
Stock Options (Right to Buy) (2)	\$ 11.19	07/27/2005		M	2,000	01/31/2004	01/31/2013	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

Executive Vice President & CFO

Signatures

James E. Daniel by Power of Attorney 07/28/2005

**Signature of Reporting Person Date

Reporting Owners 2

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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 a 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. 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.