

SI INTERNATIONAL INC

Form 4

December 31, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LLOYD 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)

12/29/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP, Corporate Development

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	12/29/2008		D	(A) or (D) Price	51,726 (1) \$ 32 0	D	

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

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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)**

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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 or Number of Shares
Employee Stock Option (Right to Buy)	\$ 9.27	12/29/2008		D	2,697	<u>(2)</u>	01/30/2009	Common Stock	2,697
Employee Stock Option (Right to Buy)	\$ 11.19	12/29/2008		D	3,641	<u>(3)</u>	01/31/2013	Common Stock	3,641
Employee Stock Option (Right to Buy)	\$ 17.35	12/29/2008		D	25	<u>(4)</u>	01/14/2014	Common Stock	25
Employee Stock Option (Right to Buy)	\$ 28.22	12/29/2008		D	1,000	<u>(5)</u>	03/07/2017	Common Stock	1,000
Employee Stock Option (Right to Buy)	\$ 16.43	12/29/2008		D	5,380	<u>(6)</u>	01/15/2014	Common Stock	5,380
Employee Stock Option (Right to Buy)	\$ 14	12/29/2008		D	40	<u>(7)</u>	11/11/2012	Common Stock	40
Employee Stock Option (Right to Buy)	\$ 14	12/29/2008		D	16,830	<u>(8)</u>	11/11/2012	Common Stock	16,830
	\$ 26.2	12/29/2008		D	3,000	<u>(9)</u>	02/03/2015		3,000

Employee Stock Option (Right to Buy)								Common Stock	
Employee Stock Option (Right to Buy)	\$ 11.19	12/29/2008	D	1,739	<u>(10)</u>	01/31/2013	Common Stock	1,739	
Employee Stock Option (Right to Buy)	\$ 9.27	12/29/2008	D	11	<u>(11)</u>	12/31/2011	Common Stock	11	
Employee Stock Option (Right to Buy)	\$ 28.61	12/29/2008	D	1,500	<u>(12)</u>	08/04/2016	Common Stock	1,500	
Employee Stock Option (Right to Buy)	\$ 23.55	12/29/2008	D	1,000	<u>(13)</u>	02/22/2018	Common Stock	1,000	
Employee Stock Option (Right to Buy)	\$ 14	12/29/2008	D	10,070	<u>(14)</u>	11/11/2012	Common Stock	10,070	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LLOYD THOMAS E C/O SI INTERNATIONAL, INC. 12012 SUNSET HILLS ROAD, SUITE 800 RESTON, VA 20190			VP, Corporate Development	

Signatures

James E. Daniel by Power of Attorney
12/31/2008

__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) Disposed of in connection with the merger (the "Merger") of Matador Acquisition Corporation, a Delaware corporation ("Merger Sub"), with and into the issuer, as contemplated by that certain Agreement and Plan of Merger by and among the issuer, Serco Group plc, a public limited company organized under the laws of England and Wales, Serco Inc., a New Jersey corporation and Merger Sub, dated as of August 26, 2008. In connection with the Merger, the shares of common stock listed were exchanged for the right to receive \$32.00 per share in cash.

(2) This option, which fully vested on December 31, 2005, was canceled in the Merger in exchange for a cash payment of \$61,302.81, representing an amount equal to the number of shares of common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of \$32.00.

(3) This option, which fully vested on December 31, 2005, was canceled in the Merger in exchange for a cash payment of \$75,769.21, representing an amount equal to the number of shares of common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of \$32.00.

(4) This option, which fully vested on December 31, 2005, was canceled in the Merger in exchange for a cash payment of \$366.25, representing an amount equal to the number of shares of common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of \$32.00.

(5) This option, which provided for vesting in five equal annual installments beginning on March 7, 2008, was canceled in the Merger in exchange for a cash payment of \$3,780.00, representing an amount equal to the number of shares of common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of \$32.00.

(6) This option, which fully vested on December 31, 2005, was canceled in the Merger in exchange for a cash payment of \$83,766.60, representing an amount equal to the number of shares of common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of \$32.00.

(7) This option, which fully vested on December 31, 2005, was canceled in the Merger in exchange for a cash payment of \$720.00, representing an amount equal to the number of shares of common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of \$32.00.

(8) This option, which fully vested on December 31, 2005, was canceled in the Merger in exchange for a cash payment of \$302,940.00, representing an amount equal to the number of shares of common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of \$32.00.

(9) This option, which fully vested on December 31, 2005, was canceled in the Merger in exchange for a cash payment of \$17,400.00, representing an amount equal to the number of shares of common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of \$32.00.

(10) This option, which fully vested on December 31, 2005, was canceled in the Merger in exchange for a cash payment of \$36,188.59, representing an amount equal to the number of shares of common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of \$32.00.

(11) This option, which fully vested on December 31, 2005, was canceled in the Merger in exchange for a cash payment of \$250.03, representing an amount equal to the number of shares of common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of \$32.00.

(12) This option, which provided for vesting in five equal annual installments beginning on August 4, 2007, was canceled in the Merger in exchange for a cash payment of \$5,085.00, representing an amount equal to the number of shares of common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of \$32.00.

(13) This option, which provided for vesting in five equal annual installments beginning on February 22, 2009, was canceled in the Merger in exchange for a cash payment of \$8,450.00, representing an amount equal to the number of shares of common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of \$32.00.

(14) This option, which fully vested on December 31, 2005, was canceled in the Merger in exchange for a cash payment of \$181,260.00, representing an amount equal to the number of shares of common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of \$32.00.

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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