SI INTERNATIONAL INC

Form 4

August 01, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287 January 31,

Expires:

5. Relationship of Reporting Person(s) to

Issuer

2005

0.5

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue. See Instruction

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

CRAWFORD JAMES III

				SI INTERNATIONAL INC [SINT]				INT]	(Check all applicable)			
	(Last) 135 S. LAS 3800	(First) (SALLE STREET,	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/28/2005					X Director 10% Owner Officer (give title below) Other (specify below)			
(Street) CHICAGO, IL 60603-4131				Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										y Owned	
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transacti Code (Instr. 8)	orDisposed of (Instr. 3, 4	of (D)		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)	
	Stock, par value \$0.01 per share	07/28/2005	07/28/20	05	J <u>(1)</u>	312,500	D	\$ 31.65	312,836 (2)	I	See footnote (3)	
	Common Stock, par value \$0.01 per share	07/28/2005	07/28/20	05	J <u>(4)</u>	870	A	\$ 31.65	7,775 <u>(2)</u>	D		
	Common Stock, par	07/28/2005	07/28/20	05	S(5)	15,625	D	\$ 31.6198	15,659 (2)	I	See footnote	

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value \$0.01 per share									(3)
Common Stock, par value \$0.01 per share	07/28/2005	07/28/2005	J <u>(6)</u>	3,502	A	\$ 31.65	7,775 <u>(2)</u>	D	
Common Stock, par value \$0.01 per share	07/28/2005	07/28/2005	J <u>(7)</u>	879	A	\$ 31.65	879 <u>(2)</u>	I	See footnote (7)
Common Stock, par value \$0.01 per share	07/28/2005	07/28/2005	J <u>(8)</u>	879	A	\$ 31.65	879 <u>(2)</u>	I	See footnote (8)
Common Stock, par value \$0.01 per share	07/28/2005	07/28/2005	J <u>(6)</u>	25,000	A	\$ 31.65	25,158 <u>(6)</u>	I	See footnote (3)
Common Stock, par value \$0.01 per share	07/28/2005	07/28/2005	J <u>(6)</u>	25,158	D	\$ 31.65	0 (6)	I	See footnote (3)

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3.	;	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	
					(Instr. 3, 4, and 5)				
					i, and 5)				

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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Date Expiration Title Number of Code V (A) (D)

Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CRAWFORD JAMES III 135 S. LASALLE STREET SUITE 3800 CHICAGO, IL 60603-4131

X

Signatures

Karen C. Fanelli, under Power of Attorney for James E. Crawford III

08/01/2005

**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 312,500 shares of Common Stock of the Issuer on July 28, 2005. After such disposition, FVII holds 312,836 shares of Common Stock of the Issuer.
 - After giving effect to all transactions reported herein, Mr. Crawford may be deemed to benefically own 338,028 shares of Common Stock of the Issuer (excluding shares issuable upon exercise of stock options), which includes 312,836 shares held by FVII, 15,659 shares held
- (2) by Frontenac Masters VII LP ("Masters"), 7,775 shares owned directly by Mr. Crawford, 879 shares held by a trust for Mr. Crawford's wife and daughter, who are trustees of the trust ("LC Trust"), and 879 shares held by a trust for Mr. Crawford's wife and son, who are trustees of the trust ("JECIV Trust").
- Mr. Crawford is a member of Frontenac Company VII, LLC ("Frontenac LLC"), the general partner of FVII and Masters. Mr. Crawford disclaims beneficial ownership of the shares held by Frontenac LLC, FVII and Masters. The filing of this form shall not be deemed an admission that Mr. Crawford is, for purposes of Section 16 or otherwise, the beneficial owner of such shares.
- On July 28, 2005, as part of the distribution referred to in Footnote 2 above, FVII distributed 4,499 shares to Frontenac Investors VII, (4) LLC, who then distributed its shares to its members, and 870 of such shares were distributed to Mr. Crawford. After this distribution and the distribution discussed in Footnote 6, Mr. Crawford owns directly 7,775 shares of Common Stock of the Issuer.
- (5) Masters disposed of 15,625 shares of Common Stock of the Issuer on July 28, 2005. After such disposition, Masters holds 15,659 shares of Common Stock of the Issuer.
- On July 28, 2005, FVII distributed 25,000 shares to Frontenac LLC, who then distributed all of its 25,158 shares to its members, and

 (6) 3,502 of such shares were distributed to Mr. Crawford. After this distribution and the distribution discussed in Footnote 4, Mr. Crawford owns directly 7,775 shares of Common Stock of the Issuer.
- (7) On July 28, 2005, FVII distributed 25,000 shares to Frontenac LLC, who then distributed all of its 25,158 shares to its members, and 879 of such shares were distributed to LC Trust. After such distribution, LC Trust owns 879 shares of Common Stock of the Issuer.
- (8) On July 28, 2005, FVII distributed 25,000 shares to Frontenac LLC, who then distributed all of its 25,158 shares to its members, and 879 of such shares were distributed to a JECIV Trust. After such distribution, JECIV Trust owns 879 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.

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