

SI INTERNATIONAL INC
Form 4
August 03, 2005

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 *
CRAWFORD JAMES III

(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)

08/01/2005

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 per share | | | | (A) or (D) | Price | | See footnote (2) |
| | | | | V | Amount | | |
| | | | | | 312,836 (1) | I | |
| Common Stock, par value \$0.01 per share | | | | | 15,659 | I | See footnote (2) |
| Common Stock, par value \$0.01 per share | | | | | 7,775 (1) | D | |

value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

879 ⁽¹⁾ I

See
footnote
(3)

Common
Stock, par
value
\$0.01 per
share

08/01/2005 08/01/2005 S⁽⁴⁾ 300 A \$ 31.2367 579 ⁽¹⁾ I

See
footnote
(4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| 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

08/03/2005

__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).

After giving effect to all transactions reported herein, Mr. Crawford may be deemed to beneficially own 337,728 shares of Common Stock of the Issuer (excluding shares issuable upon exercise of stock options), which includes 312,836 shares held by Frontenac VII, LP

- (1) ("FVII"), 15,659 shares held 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 579 shares held by a trust for Mr. Crawford's wife and son, who are trustees of the trust ("JECIV Trust").

- (2) 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.

- (3) These shares are held by LC Trust.

- (4) On August 1, 2005, JECIV Trust disposed of 300 shares of Common Stock of the Issuer. After such distribution, JECIV Trust owns 579 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.

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