

CRAWFORD JAMES III
Form 4
October 07, 2004

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

2. Issuer Name and Ticker or Trading Symbol
SI INTERNATIONAL INC [SINT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
135 S. LASALLE STREET, SUITE 3800

3. Date of Earliest Transaction (Month/Day/Year)
10/06/2004

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHICAGO, IL 60603-4131

(City) (State) (Zip)

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	10/06/2004	10/06/2004	S ⁽¹⁾	952,369 D	\$ 20.65 1,250,336 ⁽²⁾	I	See footnote ⁽³⁾
Common Stock, par value \$0.01 per share					1,512 ⁽²⁾	D	
Common Stock, par value \$0.01 per share	10/06/2004	10/06/2004	S ⁽⁴⁾	47,631 D	\$ 20.65 62,534 ⁽²⁾	I	See footnote

value
\$0.01 per
share

(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. 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. 3 and 4)
				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

10/07/2004

__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") disposed of 952,369 shares of Common Stock of the Issuer on October 6, 2004. After such disposition, FVII holds 1,250,336 shares of Common Stock of the Issuer.

(2)

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After giving effect to all transactions reported herein, Mr. Crawford may be deemed to beneficially own 1,314,382 shares of Common Stock of the Issuer, which includes 1,250,336 shares held by FVII, 62,534 shares held by Frontenac Masters VII LP ("Masters") and 1,512 shares owned directly by Mr. Crawford.

Mr. Crawford is a member of Frontenac Company VII, L.L.C., the general partner of FVII and the general partner of Masters. Mr.

- (3) Crawford disclaims beneficial ownership of the shares held by 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.
- (4) Masters disposed of 47,631 shares of Common Stock of the Issuer on October 6, 2004. After such disposition, Masters holds 62,534 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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