

Becraft Peter Michael  
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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Becraft Peter Michael

(Last) (First) (Middle)

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  
☒ Officer (give title below) \_\_\_\_ Other (specify below)

Executive Vice President

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	12/29/2008		D	(A) or (D) 9,050 (1)	\$ 32 0	D	

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.**

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)	\$ 17.35	12/29/2008		D	7	<u>(2)</u>	01/14/2014	Common Stock	7
Employee Stock Option (Right to Buy)	\$ 30.57	12/29/2008		D	33,000	<u>(3)</u>	12/30/2015	Common Stock	33,000
Employee Stock Option (Right to Buy)	\$ 13.01	12/29/2008		D	9,956	<u>(4)</u>	07/11/2013	Common Stock	9,956
Employee Stock Option (Right to Buy)	\$ 17.35	12/29/2008		D	18	<u>(5)</u>	01/14/2014	Common Stock	18
Employee Stock Option (Right to Buy)	\$ 16.43	12/29/2008		D	2,000	<u>(6)</u>	01/15/2014	Common Stock	2,000
Employee Stock Option (Right to Buy)	\$ 13.01	12/29/2008		D	44	<u>(7)</u>	07/11/2013	Common Stock	44
Employee Stock Option (Right to Buy)	\$ 26.2	12/29/2008		D	4,500	<u>(8)</u>	02/03/2015	Common Stock	4,500
	\$ 28.61	12/29/2008		D	6,500	<u>(9)</u>	08/04/2016		6,500

Employee Stock Option (Right to Buy)								Common Stock	
Employee Stock Option (Right to Buy)	\$ 28.22	12/29/2008	D	5,000	<u>(10)</u>	03/07/2017	Common Stock	5,000	
Employee Stock Option (Right to Buy)	\$ 23.55	12/29/2008	D	9,000	<u>(11)</u>	02/22/2018	Common Stock	9,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Becraft Peter Michael 12012 SUNSET HILLS ROAD SUITE 800 RESTON, VA 20190			Executive Vice President	

## 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 \$102.55, 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 \$47,190.00, 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.

(4) This option, which fully vested on December 31, 2005, was canceled in the Merger in exchange for a cash payment of \$189,064.44, 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.

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- (5) This option, which fully vested on December 31, 2005, was canceled in the Merger in exchange for a cash payment of \$263.70, 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 \$31,140.00, 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.
- (7) This option, which fully vested on December 31, 2005, was canceled in the Merger in exchange for a cash payment of \$835.56, 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 \$26,100.00, 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 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 \$22,035.00, 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 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 \$18,900.00, 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.
- (11) 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 \$76,050.00, 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. 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.