

FRONTENAC CO VII LLC
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 *
FRONTENAC CO VII LLC

(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)

10/06/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

___ Form filed by One Reporting Person
X 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)
				(A) or (D) Code V Amount (D) Price			
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	10/06/2004	10/06/2004	S ⁽⁴⁾	47,631 D \$ 20.65	62,534 ⁽²⁾	I	See footnote ⁽⁵⁾

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

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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 (Instr. 5)
				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
FRONTENAC CO VII LLC 135 S. LASALLE STREET SUITE 3800 CHICAGO, IL 60603-4131		X		
CRAWFORD JAMES III 135 S. LASALLE STREET SUITE 3800 CHICAGO, IL 60603-4131	X			
FRONTENAC VII LP 135 S. LASALLE STREET, SUITE 3800 CHICAGO, IL 60603-4131		X		Member of Joint Filing Group
COWIE JAMES E 135 S. LASALLE STREET, SUITE 3800 CHICAGO, IL 60603-4131				Member of Joint Filing Group
CARBERRY PAUL D 135 S. LASALLE STREET, SUITE 3800 CHICAGO, IL 60603-4131				Member of Joint Filing Group
GOLDSTEIN RODNEY L 135 S. LASALLE STREET, SUITE 3800 CHICAGO, IL 60603-4131				Member of Joint Filing Group

KOLDYKE MARTIN J
135 S. LASALLE STREET, SUITE 3800
CHICAGO, IL 60603-4131

Member of Joint Filing Group

SILVERMAN JEREMY H
135 S. LASALLE STREET, SUITE 3800
CHICAGO, IL 60603-4131

Member of Joint Filing Group

PEARL LAURA P
135 S. LASALLE STREET, SUITE 3800
CHICAGO, IL 60603-4131

Member of Joint Filing Group

Signatures

Karen C. Fanelli, under Power of Attorney for the Reporting
Persons

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.
- After giving effect to all the transactions reported herein, Frontenac Company VII, LLC ("Frontenac LLC") may be deemed to beneficially own 1,312,870 shares of the Common Stock of the Issuer, which includes 1,250,336 shares held by FVII and 62,534 shares held by Frontenac Masters VII LP ("Masters").
- (2) Frontenac LLC is the general partner of FVII and has the sole power to direct the vote and disposition of the shares held by FVII. James E. Crawford III, Paul D. Carbery, James E. Cowie, Rodney L. Goldstein, Martin J. Koldyke, Laura P. Pearl and Jeremy H. Silverman are members of Frontenac LLC and have the shared power to direct the voting and disposition of the shares directly held by FVII. As a result of the foregoing, Frontenac LLC and each member of the LLC may be deemed to have indirect beneficial ownership of the 1,250,336 shares of Common Stock of the Issuer held by FVII. Beneficial ownership of these shares is disclaimed by Frontenac LLC and each member of Frontenac LLC. The filing of this form shall not be deemed an admission that Frontenac LLC or any member of Frontenac LLC is, for purposes of Section 16 or otherwise, the beneficial owner of such shares.
- (3) 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.
- (4) Frontenac LLC is the general partner of Masters and has the sole power to direct the vote and disposition of the shares held by Masters. James E. Crawford III, Paul D. Carbery, James E. Cowie, Rodney L. Goldstein, Martin J. Koldyke, Laura P. Pearl and Jeremy H. Silverman are members of Frontenac LLC and have the shared power to direct the voting and disposition of the shares directly held by Masters. As a result of the foregoing, Frontenac LLC and each member of the LLC may be deemed to have indirect beneficial ownership of the 62,534 shares of Common Stock of the Issuer held by Masters. Beneficial ownership of these shares is disclaimed by Frontenac LLC and each member of Frontenac LLC. The filing of this form shall not be deemed an admission that Frontenac LLC or any member of Frontenac LLC is, for purposes of Section 16 or otherwise, the beneficial owner of such shares.
- (5)

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.