#### SRA INTERNATIONAL INC

Form 4 July 21, 2011

## FORM 4

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

**OMB** 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(Middle)

5. Relationship of Reporting Person(s) to Issuer

KLEIN MICHAEL R

Symbol SRA INTERNATIONAL INC

2. Issuer Name and Ticker or Trading

(Check all applicable)

[SRX]

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

07/20/2011

\_X\_\_ Director 10% Owner Other (specify Officer (give title

C/O SRA INTERNATIONAL. INC., 4300 FAIR LAKES COURT

(State)

(First)

(Street) 4. If Amendment, Date Original

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

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

FAIRFAX, VA 22033

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) 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	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	(A) or Amount (D) Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Class A Common Stock	07/20/2011		D(1)(2)	14,144 D \$ 31.25	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 **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: SRA INTERNATIONAL INC - Form 4

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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
Stock Option (Right to Buy)	\$ 5.0745	07/20/2011		D(3)	29,410	(3)	12/21/2016	Class A Common Stock	29,410
Stock Option (Right to Buy)	\$ 16.795	07/20/2011		D(3)	20,000	(3)	08/07/2013	Class A Common Stock	20,000
Stock Option (Right to Buy)	\$ 25.105	07/20/2011		D(3)	2,700	(3)	08/07/2016	Class A Common Stock	2,700
Stock Option (Right to Buy)	\$ 25.59	07/20/2011		D(3)	2,640	<u>(3)</u>	08/13/2017	Class A Common Stock	2,640
Stock Option (Right to Buy)	\$ 23.36	07/20/2011		D(3)	2,870	(3)	08/15/2018	Class A Common Stock	2,870
Stock Option (Right to Buy)	\$ 20.08	07/20/2011		D(3)	3,090	(3)	08/17/2019	Class A Common Stock	3,090
Stock Option (Right to Buy)	\$ 20.06	07/20/2011		D(3)	6,240	<u>(3)</u>	08/16/2020	Class A Common Stock	6,240
Stock Option (Right to Buy)	\$ 3.4085	07/20/2011		D(3)	9,410	(3)	01/13/2014	Class A Common Stock	9,410

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KLEIN MICHAEL R C/O SRA INTERNATIONAL, INC. 4300 FAIR LAKES COURT FAIRFAX. VA 22033

X

## **Signatures**

/s/ Mark D. Schultz, attorney-in-fact for Michael R. Klein

07/21/2011

\*\*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).
- Disposed of pursuant to the terms of the Agreement and Plan of Merger, dated as of March 31, 2011 ("Merger Agreement"), by and among the issuer, Sterling Parent Inc. and Sterling Merger Inc., providing for the merger of Sterling Merger Inc. with and into SRA International, Inc. ("Merger").
- Restricted shares of Common Stock were granted under an equity incentive plan of SRA International, Inc. This amount includes 3,275 (2) restricted shares of Common Stock granted prior to June 30, 2011, which vested immediately prior to the effective time of the Merger, pursuant to the terms of the Merger Agreement.
- Disposed of pursuant to the terms of the Merger Agreement. Pursuant to the terms of the Merger Agreement, all unvested options vested immediately prior to the effective time of the Merger, and all outstanding options were canceled and converted into the right to receive, per share, the excess of \$31.25 over the per share exercise price.
- (4) Not applicable.

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.

Reporting Owners 3