

FLORENCE WALTER C

Form 4

January 04, 2005

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FLORENCE WALTER C

(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)
12/30/2004

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	12/30/2004	12/30/2004	J ⁽¹⁾		625,000	D	\$ 31.97	625,336 ⁽²⁾	I	See footnote ⁽³⁾
Common Stock, par value \$0.01 per share	12/30/2004	12/30/2004	J ⁽⁴⁾		53	A	\$ 31.97	53 ⁽²⁾	D	
Common Stock, par	12/30/2004	12/30/2004	J ⁽⁴⁾		31,250	D	\$ 31.97	31,284 ⁽²⁾	I	See footnote

value									(3)
\$0.01 per									
share									
Common									
Stock, par									See
value	12/30/2004	12/30/2004	J ⁽⁵⁾	158	A	\$	158 ⁽²⁾	I	footnote
\$0.01 per						31.97			(3)
share									

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

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SEC 1474
(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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

FLORENCE WALTER C
135 S. LASALLE STREET, SUITE 3800 X
CHICAGO, IL 60603-4131

Signatures

Karen C. Fanelli, under Power of Attorney for Walter C.
Florence

01/04/2005

 **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).

- (1) Frontenac VII LP ("FVII") distributed 625,000 shares of Common Stock of the Issuer on December 30, 2004. After such disposition, FVII holds 625,336 shares of Common Stock of the Issuer.

- After giving effect to all the transactions reported herein, Mr. Florence may be deemed to beneficially own 656,673 shares of Common Stock of the Issuer, which includes 625,336 shares held by FVII, 31,284 shares held by Frontenac Masters VII LP ("Masters"), 158 shares held by Frontenac Company VII, LLC ("Frontenac LLC"), and 53 shares owned directly by Mr. Florence.

- (2) Mr. Florence is associated with Frontenac LLC, the general partner of FVII and Masters. Mr. Florence disclaims beneficial ownership of the shares held by Frontenac LLC, FVII and Masters except to the extent of his pecuniary interest in Masters arising from his role as a limited partner in such entity. The filing of this form shall not be deemed to be an admission that Mr. Florence is, for purposes of Section 16 or otherwise, the beneficial owner of such shares.

- (3) Masters distributed 31,250 shares of Common Stock of the Issuer on December 30, 2004, and 53 of such shares were distributed to Mr. Florence. After such distribution, Masters holds 31,284 shares of Common Stock of the Issuer.

- (4) On December 30, 2004, Masters distributed 158 shares to Frontenac LLC.

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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