

Atkin Timothy James
Form 4
July 21, 2011

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Atkin Timothy James

2. Issuer Name **and** Ticker or Trading
Symbol
SRA INTERNATIONAL INC
[SRX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O SRA INTERNATIONAL,
INC., 4300 FAIR LAKES COURT
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/20/2011

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chief Operating Officer

FAIRFAX, VA 22033

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

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

(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)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	07/20/2011		D ⁽¹⁾⁽²⁾		32,673	D	\$ 31.25	0	D
Class A Common Stock	07/20/2011		D ⁽¹⁾		820	D	\$ 31.25	0	I
									By 401(k)

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

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SEC 1474
(9-02)

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number.

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	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 25.105	07/20/2011		D ⁽³⁾		4,397		⁽³⁾	08/07/2016	Class A Common Stock	4,397
Stock Option (Right to Buy)	\$ 25.59	07/20/2011		D ⁽³⁾		5,064		⁽³⁾	08/13/2017	Class A Common Stock	5,064
Stock Option (Right to Buy)	\$ 14.29	07/20/2011		D ⁽³⁾		26,000		⁽³⁾	02/16/2019	Class A Common Stock	26,000
Stock Option (Right to Buy)	\$ 20.08	07/20/2011		D ⁽³⁾		29,439		⁽³⁾	08/17/2019	Class A Common Stock	29,439
Stock Option (Right to Buy)	\$ 20.06	07/20/2011		D ⁽³⁾		23,412		⁽³⁾	08/16/2020	Class A Common Stock	23,412
Stock Option (Right to Buy)	\$ 21.13	07/20/2011		D ⁽³⁾		5,810		⁽³⁾	08/05/2014	Class A Common Stock	5,810
Stock Option (Right to Buy)	\$ 35.4	07/20/2011		D ⁽³⁾		20,150		⁽³⁾	08/04/2015	Class A Common Stock	20,150

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Atkin Timothy James C/O SRA INTERNATIONAL, INC. 4300 FAIR LAKES COURT FAIRFAX, VA 22033			Chief Operating Officer	

Signatures

/s/ Mark D. Schultz, attorney-in-fact for Timothy James
Atkin

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).

(1) 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").

(2) Restricted shares of Common Stock were granted under an equity incentive plan of SRA International, Inc. This amount includes 21,934 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. This amount also includes 1,129 restricted shares of Common Stock granted on July 1, 2011, of which 377 shares vested immediately prior to the Merger and 752 shares were forfeited to the issuer, pursuant to the terms of the Restricted Stock Agreement, dated July 1, 2011.

(3) 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. Any outstanding options with a per share exercise price greater than \$31.25 were forfeited immediately prior to the effective time of the Merger.

(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.

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