

Sloane Stanton D  
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**

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sloane Stanton D

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)

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

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) President & CEO

C/O SRA INTERNATIONAL,  
INC., 4350 FAIR LAKES COURT

(Street)

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

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

FAIRFAX, VA 22033

(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)
Class A Common Stock	07/20/2011		D <sup>(1)(2)</sup>	94,748	D		
Class A Common Stock	07/20/2011		D <sup>(1)</sup>	147	D	I	By 401(k)

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  
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SEC 1474  
(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 25.81	07/20/2011		D <sup>(3)</sup>	200,000	<sup>(3)</sup> 05/07/2017	Class A Common Stock 200,000
Stock Option (Right to Buy)	\$ 25.59	07/20/2011		D <sup>(3)</sup>	4,612	<sup>(3)</sup> 08/13/2017	Class A Common Stock 4,612
Stock Option (Right to Buy)	\$ 23.36	07/20/2011		D <sup>(3)</sup>	18,900	<sup>(3)</sup> 08/15/2018	Class A Common Stock 18,900
Stock Option (Right to Buy)	\$ 20.08	07/20/2011		D <sup>(3)</sup>	10,458	<sup>(3)</sup> 08/17/2019	Class A Common Stock 10,458
Stock Option (Right to Buy)	\$ 20.06	07/20/2011		D <sup>(3)</sup>	65,569	<sup>(3)</sup> 08/16/2020	Class A Common Stock 65,569

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sloane Stanton D C/O SRA INTERNATIONAL, INC. 4350 FAIR LAKES COURT FAIRFAX, VA 22033	X		President & CEO	

## Signatures

/s/ Mark D. Schultz, attorney-in-fact for Stanton D.  
Sloane

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  
(1) 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 10,000  
(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  
(3) 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.

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