

FLORENCE WALTER C
Form 4
January 04, 2005

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 *
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 Ownership (Instr. 4) | | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------------------|---|-----------------------------|
| | | | Code | V | Amount | (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 |

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.

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.