

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

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

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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. Number of Derivative Securities Beneficially Owned (Instr. 6)
				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 CHICAGO, IL 60603-4131		X		

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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