

Nadeau Richard John
Form 4
July 12, 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 *
Nadeau Richard John

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)
07/01/2011

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Chief Financial 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	07/01/2011		A		1,129 (1)	A (2)	18,494 (3)	D

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
required to respond unless the form
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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)**

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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 Repo 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
Nadeau Richard John C/O SRA INTERNATIONAL, INC. 4300 FAIR LAKES COURT FAIRFAX, VA 22033	Chief Financial Officer

Signatures

/s/ Mark D. Schultz, Attorney-in-fact for Richard J. Nadeau 07/12/2011

**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) These restricted stock shares will vest at the conclusion of the quarter, which began on July 1, 2011. If the transaction contemplated by the Agreement and Plan of Merger, dated as of March 31, 2011 (the "Merger Agreement") between SRA International, Inc. and Sterling Parent, Inc., Sterling Merger, Inc. and Providence Equity Partners LLC, closes during the calendar quarter, the award will vest on a pro rata basis per month, with vesting credit being given for the entire calendar month in which the Effective Time (as defined in the Merger Agreement), occurs and all vested shares will be cashed out immediately after the Effective Time, and cancelled pursuant to the terms of the Merger Agreement, with the unvested balance of such award being immediately forfeited prior to the Effective Time. Reference is made to Section 3 of filer's Employment Agreement, dated May 14, 2009, filed with the SEC on August 25, 2009, in connection with change of control and accelerated vesting.
- (2) Not applicable.
- (3) The amount reported includes 12,770 unvested restricted shares and includes 2,374 shares purchased through the Company's Employee Stock Purchase Plan ("ESPP").

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.