

DENNING STEVEN A
Form 4
November 05, 2004

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 *
DENNING STEVEN A

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)
11/04/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O GENERAL ATLANTIC SERVICE CORPORATION, 3 PICKWICK PLAZA

(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

GREENWICH, CT 06830

(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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/04/2004		S		361,626	D	\$ 58	1,674,898 ⁽⁴⁾	I	See ⁽¹⁾
Class A Common Stock	11/04/2004		S		28,550	D	\$ 58	1,674,898 ⁽⁴⁾	I	See ⁽²⁾
Class A Common Stock	11/04/2004		S		45,304	D	\$ 58	1,674,898 ⁽⁴⁾	I	See ⁽³⁾

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- (3) By GAP Coinvestment Partners II, L.P. ("GAPCO II"). See footnote 4.

1,674,898 shares consists of 1,378,815 shares owned by GAP 75, 108,858 shares owned by GapStar and 187,225 shares owned by

- (4) GAPCO II. General Atlantic Partners, LLC ("GAP LLC") is the general partner of GAP 75 and the sole member of GapStar. The general partners of GAPCO II are also managing members of GAP LLC. Mr. Denning is a managing member of GAP LLC and a general partner of GAPCO II. Mr. Denning disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (5) Pro rata distribution of shares of common stock to limited partner.

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