

BREHM WILLIAM K
Form 4
January 26, 2006

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 *
BREHM WILLIAM K

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)
12/15/2005

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

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)
			Code	V Amount (A) or (D) Price			
Class A Common Stock	12/15/2005		J ⁽⁶⁾	V 183,268 D <u>(1)</u> 0 <u>(1)</u>		I	By Trust
Class A Common Stock	12/15/2005		J ⁽⁶⁾	V 183,268 A <u>(1)</u> 0 <u>(1)</u>		I	By GRAT III
Class A Common Stock	12/15/2005		G	V 183,268 D <u>(1)</u> 0		I	By GRAT III
Class A Common	01/24/2006		C	240,000 A <u>(1)</u> 0 <u>(1)</u> <u>(2)</u>		I	By Trust

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Stock

Class A
Common
Stock

01/24/2006

G V 240,000 D (1) 16,310

I

By Trust

Class A
Common
Stock

262,480

I

By GRAT
II

Class A
Common
Stock

1,503 (3)

I

By 401(k)

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

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(9-02)

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. Amount or Number of Shares
Class B Common Stock	<u>(4)</u>	01/24/2006		C	240,000	<u>(4)</u> <u>(1)</u>	Class A Common Stock	240,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BREHM WILLIAM K 4350 FAIR LAKES COURT FAIRFAX, VA 22033	X	X		

Signatures

/s/ Charles G. Crotty, attorney-in-fact for William K. Brehm

01/26/2006

 **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) Not applicable.
- (2) Such shares were converted from class B common stock to class A common stock in connection with the transfer of such shares by the Reporting Person to a third party by charitable donation.
- (3) Reflects a company matching contribution of 71 shares made on January 19, 2006.
- (4) Each share of class B common stock is convertible at any time into one share of class A common stock.
- (5) 418,455 of these shares are held by a Grantor Retained Annuity Trust, of which the Reporting Person is Trustee.
- (6) Reflects a transfer of shares from the Trust to GRAT III.

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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