

Science Applications International Corp
 Form 4
 October 01, 2013

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 *
 SANDERSON EDWARD J JR

2. Issuer Name and Ticker or Trading Symbol
 Science Applications International Corp [SAIC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1710 SAIC DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/27/2013

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

MCLEAN, VA 22102
 (City) (State) (Zip)

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

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: Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------------------------|---|--------------------------------------|
| | | | Code | V | Amount or Price | | | | | |
| Common Stock | 09/27/2013 | | A ⁽¹⁾ | | 1,133.2074 <u>(2)</u> | A | \$ 0 | 13,792.2074 <u>(3)</u> | D | |
| Common Stock | 09/27/2013 | | A ⁽¹⁾ | | 6,758.9921 | A | \$ 0 | 6,758.9921 | I | By Key Executive Stock Deferral Plan |

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

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number.

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 37.8911 | 09/27/2013 | | A ⁽¹⁾ | 1,762 | ⁽⁴⁾ 04/02/2014 | Common Stock | 1,762 |
| Stock Option (Right to Buy) | \$ 35.7565 | 09/27/2013 | | A ⁽¹⁾ | 2,130 | ⁽⁴⁾ 04/01/2015 | Common Stock | 2,130 |
| Stock Option (Right to Buy) | \$ 34.7302 | 09/27/2013 | | A ⁽¹⁾ | 2,107 | ⁽⁴⁾ 03/31/2018 | Common Stock | 2,107 |
| Stock Option (Right to Buy) | \$ 27.1151 | 09/27/2013 | | A ⁽¹⁾ | 4,597 | ⁽⁴⁾ 03/29/2019 | Common Stock | 4,597 |
| Stock Option (Right to Buy) | \$ 30.4606 | 09/27/2013 | | A ⁽¹⁾ | 3,484 | ⁽⁵⁾ 04/04/2020 | Common Stock | 3,484 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SANDERSON EDWARD J JR 1710 SAIC DRIVE MCLEAN, VA 22102 | X | | | |

Signatures

/s/ N. Walker,
Attorney-in-Fact

10/01/2013

__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) Represents equity awards granted by Leidos Holdings, Inc. (formerly SAIC, Inc.) that have been converted into equity awards of Science Applications International Corporation (the "Issuer") in connection with the spin-off of the Issuer from Leidos Holdings, Inc.
- (2) Restricted stock units and dividend equivalent units, which vest on the earlier of (i) June 7, 2014 and (ii) the first annual meeting of stockholders of the Issuer after June 7, 2013.
- (3) Includes common stock of the Issuer received with respect to shares of common stock of Leidos Holdings, Inc. held prior to the spin-off of the Issuer from Leidos Holdings, Inc.
- (4) An option which is fully vested.
- (5) An option which vests on the earlier of (i) June 7, 2014 and (ii) the first annual meeting of stockholders of the Issuer after June 7, 2013.

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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