

FLORENCE WALTER C

Form 4

November 22, 2005

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 *
FLORENCE WALTER C

2. Issuer Name **and** Ticker or Trading
Symbol
SI INTERNATIONAL INC [SINT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
135 S. LASALLE STREET, SUITE
3800

3. Date of Earliest Transaction
(Month/Day/Year)
11/18/2005

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

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

CHICAGO, IL 60603-4131

☒ 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)
Common Stock, par value \$0.01 per share	11/18/2005	11/18/2005	J ⁽¹⁾	302,836 D \$ 28.74	0 ⁽²⁾	I	See footnote ⁽³⁾
Common Stock, par value \$0.01 per share	11/18/2005	11/18/2005	S ⁽⁴⁾	10,000 D \$ 28.7312	0 ⁽²⁾	I	See footnote ⁽³⁾
Common Stock, par	11/18/2005	11/18/2005	S ⁽⁵⁾	15,659 D \$ 28.7487	0 ⁽²⁾	I	See footnote

value	(3)
\$0.01 per	
share	
Common	
Stock, par	
value	53
\$0.01 per	D
share	

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. 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
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	11/22/2005
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__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 302,836 shares of Common Stock of the Issuer on November 18, 2005. After such disposition and the disposition discussed in Footnote 4, FVII holds no shares of Common Stock of the Issuer.

(2) After giving effect to all the transactions reported herein, Mr. Florence may be deemed to beneficially own 53 shares of Common Stock of the Issuer (excluding shares issuable upon exercise of stock options), which includes no shares held by FVII, no shares held by Frontenac Masters VII LP ("Masters"), and 53 shares owned directly by Mr. Florence.

(3) Mr. Florence is associated with Frontenac Company VII, LLC ("Frontenac LLC"), the general partner of FVII and the general partner of Masters. Mr. Florence disclaims beneficial ownership of the shares held by 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.

(4) FVII disposed of 10,000 shares of Common Stock of the Issuer on November 18, 2005. After such disposition and the distribution discussed in Footnote 1, FVII holds no shares of Common Stock of the Issuer.

(5) Masters disposed of 15,659 shares of Common Stock of the Issuer on November 18, 2005. After such disposition, Masters holds no shares of Common Stock of the Issuer.

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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