

Science Applications International Corp

Form 4

October 01, 2013

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
James Deborah L

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
____X____ Officer (give title ____ Other (specify
below) below)
Sector President

MCLEAN, VA 22102

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			
Common Stock	09/27/2013		A ⁽¹⁾		57,957.6057	A	\$ 0	57,957.6057	I	By Key Executive Stock Deferral Plan
Common Stock	09/27/2013		A ⁽¹⁾		896 ⁽²⁾	A	\$ 0	58,853.6057	I	By Key Executive Stock Deferral Plan
Common Stock	09/27/2013		A ⁽¹⁾		3,118 ⁽³⁾	A	\$ 0	61,971.6057	I	By Key Executive Stock Deferral Plan

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Common Stock	09/27/2013	A ⁽¹⁾	4,928 ⁽⁴⁾	A	\$ 0	66,899.6057	I	By Key Executive Stock Deferral Plan
Common Stock	09/27/2013	A ⁽¹⁾	895.4338	A	\$ 0	895.4338	I	By Management Stock Compensation Plan
Common Stock						3,396 ⁽⁵⁾	D	
Common Stock						275 ⁽⁶⁾	I	By Retirement Plan
Common Stock						1,384 ⁽⁵⁾	I	By Trust

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

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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)

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
				Code	V	(A)	(D)	
Stock Option (Right to Buy)	\$ 37.8911	09/27/2013		A ⁽¹⁾		⁽⁷⁾	04/02/2014	Common Stock 15,346
Stock Option (Right to Buy)	\$ 35.7565	09/27/2013		A ⁽¹⁾		⁽⁸⁾	04/01/2015	Common Stock 16,449
Stock Option (Right to Buy)	\$ 34.7302	09/27/2013		A ⁽¹⁾		⁽⁹⁾	03/31/2018	Common Stock 24,543

Buy)

Stock

Option (Right to Buy)	\$ 27.1151	09/27/2013	A ⁽¹⁾	33,460	⁽¹⁰⁾	03/29/2019	Common Stock	33,460
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Stock

Option (Right to Buy)	\$ 27.8128	09/27/2013	A ⁽¹⁾	66,921	⁽¹¹⁾	04/04/2020	Common Stock	66,921
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

James Deborah L
1710 SAIC DRIVE
MCLEAN, VA 22102

Sector President

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, which vest on January 31, 2014.
- (3) Performance share program award and related dividend equivalent units, which vest on January 31, 2015.
- (4) Restricted stock units and dividend equivalent units, which vest on January 31, 2015.
- (5) Common stock of the Science Applications International Corporation (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.
- (6) As of September 30, 2013.
- (7) An option which is fully vested.
- (8) An option which vests according to the following schedule: 20% on each of April 2, 2011, April 2, 2012 and April 2, 2013 and 40% on April 2, 2014.
- (9) An option which vests according to the following schedule: 20% on each of April 1, 2012, April 1, 2013 and April 1, 2014 and 40% on April 1, 2015.
- (10) An option which vests according to the following schedule: 20% on each of March 30, 2013, March 30, 2014 and March 30, 2015 and 40% on March 30, 2016.
- (11) An option which vests according to the following schedule: 20% on each of April 5, 2014, April 5, 2015 and April 5, 2016 and 40% on April 5, 2017.

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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