

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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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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SEC 1474 (9-02)

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	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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