SEC Form 4

**FORM 4**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person[*] | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| CRAVER JOSEPH W III | SAIC, Inc. [ SAI ] | |

| (Last) (First) (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) |
|---|---|
| 1710 SAIC DRIVE | 06/09/2009 |

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

| | Director | | 10% Owner |
|---|---|---|---|
| X | Officer (give title below) | | Other (specify below) |
| | Group President | | |

| (Street) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
|---|---|---|
| MCLEAN VA 22102 | | X Form filed by One Reporting Person |
| (City) (State) (Zip) | | 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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 06/09/2009 | | C | | 40,000 | A | $0 | 40,000 | D | |
| Common Stock | 06/09/2009 | | S | | 1,100 | D | $18.27 | 38,900 | D | |
| Common Stock | 06/09/2009 | | S | | 1,500 | D | $18.21 | 37,400 | D | |
| Common Stock | 06/09/2009 | | S | | 1,600 | D | $18.24 | 35,800 | D | |
| Common Stock | 06/09/2009 | | S | | 2,000 | D | $18.29 | 33,800 | D | |
| Common Stock | 06/09/2009 | | S | | 2,000 | D | $18.23 | 31,800 | D | |
| Common Stock | 06/09/2009 | | S | | 3,200 | D | $18.28 | 28,600 | D | |
| Common Stock | 06/09/2009 | | S | | 6,800 | D | $18.26 | 21,800 | D | |
| Common Stock | 06/09/2009 | | S | | 21,800 | D | $18.25 | 0 | D | |
| Common Stock | | | | | | | | 212.5541 | I | By SAIC Retirement Plan |

## 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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Class A Preferred Stock | $0[1] | 06/09/2009 | | C | | | 40,000 | (1) | (2) | Common Stock | 40,000 | $0 | 101,331.0874 | D | |
| Class A Preferred Stock | (1) | | | | | | | (1) | (2) | Common Stock | 1,957.674 | | 1,957.674 | I | By SAIC Retirement Plan |

**Explanation of Responses:**

1. Class A Preferred Stock is convertible into Common Stock on a 1 for 1 basis.

2. Class A Preferred Stock has no expiration date.

**Remarks:**

| N. Walker, Attorney-in-fact | 06/10/2009 |
|---|---|
| ** Signature of Reporting Person | Date |

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**