

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>Prior Lawrence B III</u> <hr/> (Last) (First) (Middle) 1710 SAIC DRIVE <hr/> (Street) MCLEAN VA 22102 <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>SAIC, Inc. [ SAI ]</u> <hr/> <b>3. Date of Earliest Transaction (Month/Day/Year)</b> 06/08/2009 <hr/> <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Operating Officer <hr/> <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**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			

**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 <sup>(1)</sup>	06/08/2009		M		17,499		(1)	(2)	Common Stock	17,499	\$12.7133	38,212.5214	D	
Class A Preferred Stock	\$0 <sup>(1)</sup>	06/08/2009		M		6,700		(1)	(2)	Common Stock	6,700	\$13.5166	44,912.5214	D	
Class A Preferred Stock	\$0 <sup>(1)</sup>	06/08/2009		M		3,292		(1)	(2)	Common Stock	3,292	\$13.5166	48,204.5214	D	
Class A Preferred Stock	\$0 <sup>(1)</sup>	06/08/2009		F			3,194	(1)	(2)	Common Stock	3,194	\$18.94	45,010.5214	D	
Class A Preferred Stock	\$0 <sup>(1)</sup>	06/08/2009		S <sup>(3)</sup>		18,876		(1)	(2)	Common Stock	18,876	\$18.94	26,134.5214 <sup>(4)</sup>	D	
Stock Option (Right to Buy)	\$12.7133	06/08/2009		M		17,499		11/12/2005 <sup>(5)</sup>	11/11/2009	Class A Preferred Stock	17,499	\$0	0	D	
Stock Option (Right to Buy)	\$13.5166	06/08/2009		M		3,292		02/16/2006 <sup>(5)</sup>	02/15/2010	Class A Preferred Stock	3,292	\$0	0	D	
Stock Option (Right to Buy)	\$13.5166	06/08/2009		M		6,700		03/31/2006 <sup>(5)</sup>	03/30/2010	Class A Preferred Stock	6,700	\$0	68,296	D	
Class A Preferred Stock	(1)							(1)	(2)	Common Stock	72,514		72,514	I	By Key Executive Stock Deferral Plan
Class A Preferred Stock	(1)							(1)	(2)	Common Stock	3,016.6711		3,016.6711	I	By SAIC Retirement Plan

**Explanation of Responses:**

- Class A Preferred Stock is convertible into Common Stock on a 1 for 1 basis.
- Class A Preferred Stock has no expiration date.
- Transaction involved non-exempt surrender of shares to SAIC, Inc. to pay exercise price for option exercise.
- As a result of these transactions, Mr. Prior increased his ownership in SAIC, Inc. by 5,421 shares of Class A Preferred Stock.
- The option is exercisable according to the following annual vesting schedule: 20% in years 1, 2 and 3, and 40% in year 4. The date exercisable set forth above is the first anniversary of the date of grant of each option and represents the date on which the option first became exercisable with respect to 20% of the underlying shares in accordance with the aforementioned vesting schedule.

**Remarks:**

N. Walker, Attorney-in-fact      06/09/2009  
 \*\* 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.

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