FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL 0 Es

OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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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 Addr WALKUSH	ress of Reporting Perso	on*		er Name and Ticker <u>2, Inc.</u> [SAI]	r or Trading Sy	mbol		ationship of Reporting F < all applicable) Director	Person(s) to Issue	
(Last)	(First)	(Middle)	3. Date 11/16/	of Earliest Transac 2009	ction (Month/Da	ay/Year)	X	Officer (give title below)		(specify
(Street) MCLEAN	VA	22102	4. If Am	endment, Date of (Original Filed (Month/Day/Year)	6. Indiv X	vidual or Joint/Group F Form filed by One Form filed by More	Reporting Person	ŗ
(City)	(State)	(Zip)						,		0
		Table I - No	on-Derivative	Securities Ac	cquired, Di	sposed of, or Bene	ficially Ov	vned		
1. Title of Securit	y (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) Of (D) (Instr. 3, 4 and 5)	or Disposed	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr.	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

		Code	v	Amount	(D)	Price	S and 4)		
Common Stock	11/16/2009	J ⁽¹⁾	v	178,201.2234	A	\$0 ⁽¹⁾	178,201.2234	D	
Common Stock	11/16/2009	J ⁽¹⁾	v	122,472.5864	А	\$0 ⁽¹⁾	122,472.5864	Ι	By Key Executive Stock Deferral Plan
Common Stock	11/16/2009	J ⁽¹⁾	v	78.6744	A	\$0 ⁽¹⁾	572.506 ⁽²⁾	Ι	By SAIC Retirement Plan

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(e.g., puis, cans, 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)	xecution Date, any Code (Instr. Acquired (A) or (Month/Day/Year) Securities Underlyin (Month/Day/Year) Derivative Security		S Underlying	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)					
	Security			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	() (
Class A Preferred Stock	\$0 ⁽³⁾	11/16/2009		J ⁽¹⁾	v		178,201.2234	(3)	(4)	Common Stock	178,201.2234	\$0 ⁽¹⁾	0	D	
Stock Option (Right to Buy)	\$13.5166	11/16/2009		J ⁽¹⁾	v		119,994	04/01/2006 ⁽⁵⁾	03/31/2010	Class A Preferred Stock	119,994	\$0 ⁽¹⁾	0	D	
Stock Option (Right to Buy)	\$14.64	11/16/2009		J ⁽¹⁾	v		105,000	03/21/2007 ⁽⁵⁾	03/20/2011	Class A Preferred Stock	105,000	\$0 ⁽¹⁾	0	D	
Stock Option (Right to Buy)	\$13.5166	11/16/2009		J ⁽¹⁾	v	119,994		04/01/2006 ⁽⁵⁾	03/31/2010	Common Stock	119,994	\$0 ⁽¹⁾	119,994	D	
Stock Option (Right to Buy)	\$14.64	11/16/2009		J ⁽¹⁾	v	105,000		03/21/2007 ⁽⁵⁾	03/20/2011	Common Stock	105,000	\$0 ⁽¹⁾	105,000	D	
Class A Preferred Stock	\$0 ⁽³⁾	11/16/2009		J ⁽¹⁾	v		122,472.5864	(3)	(4)	Common Stock	122,472.5864	\$0 ⁽¹⁾	0	I	By Key Executive Stock Deferral Plan
Class A Preferred Stock	\$0 ⁽³⁾	11/16/2009		J ⁽¹⁾	v		78.6744	(3)	(4)	Common Stock	78.6744	\$0 ⁽¹⁾	0	Ι	By SAIC Retirement Plan

Explanation of Responses:

1. Pursuant to a reclassification exempt under Rule 16b-7, each share of Class A Preferred Stock, par value \$0.0001 (10 votes per share) was reclassified into one share of Common Stock, par value \$0.0001 (one vote per share). 2. During the period of January 1, 2009 through September 30, 2009, the reporting person acquired 206.5045 shares of SAIC, Inc. Common Stock under the SAIC Retirement Plan. The balance is pursuant to the reporting person's most recent account statement available.

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

4. Class A Preferred Stock had no expiration date.

5. 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

** Signature of Reporting Person

11/18/2009 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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