FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

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* DEMISCH WOLFGANG H															k all applica Director	ble)	ting Person(s) to Issuer 10% Own		vner
(Last) (First) (Middle) 10260 CAMPUS POINT DRIVE						3. Date of Earliest Transaction (Month/Day/Year) 12/16/2008										give title		Other (s below)	specify
(Street) SAN DIEGO CA 92121					4. If Amendment, Date of Original Filed (Month/Day/Year)										lividual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(5	State)	(Zip)																
		Ţ	able I - Non	-Deriva	tive S	Secu	rities	Acqu	ired,	Disp	osed	d of, or	Bene	ficially	Owned				
1. Title of Security (Instr. 3)				2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date if any (Month/Day/Ye		ate,	Code (Instr.		4. Sec Dispo	1. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4			5. Amount Securities Beneficial Owned Fo	ly	Form:	Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership
									Code	v	Amou		(A) or (D)	Price	Reported Transaction (Instr. 3 ar				(Instr. 4)
Common Stock 12/16						5/2008			С		34	,145	A	\$0 ⁽¹⁾	78,533			D	
			Table II - [of, or B rtible s			wned				
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/Yea	Code	action (Instr.	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable Expiration Date (Month/Day/Year)			and	7. Title at Securitie Derivativ 3 and 4)	s Under	lying	8. Price of Derivative Security (Instr. 5)	derivativ Securitie Beneficia Owned Followin Reported	curities neficially ned llowing ported insaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exerci	isable	Expiration Date		Title	Amou Numb Share	er of					
Class A Preferred Stock	\$0 ⁽²⁾	12/16/2008		С			34,145	(2	2)		3)	Common Stock		4,145	\$0 ⁽¹⁾	3,382		D	
Class A Preferred Stock	(2)							(2	2)	(3)	Common Stock	73,2	53.3241		73,253.	3241	I	By Key Executive Stock Deferral Plan

Explanation of Responses:

- 1. In accordance with the SAIC, Inc. certificate of incorporation, these shares were converted from Class A Preferred Stock to an equal number of shares of Common Stock at the direction of the reporting person. Class A Preferred Stock is convertible into Common Stock on a 1 for 1 basis.
- 2. Class A Preferred Stock is convertible into Common Stock on a 1 for 1 basis.
- 3. Class A Preferred Stock has no expiration date.

Remarks:

N. Walker, Attorney-in-fact 12/18/2008

** Signature of Reporting Person Da

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.