FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

| 1 Name ar | nd Address of | Reporting Person* | | 12 | | r Name ar | | | | symbol | | 5. R | elationship of | f Reporting | Person(| (s) to Issue | er | |
|--|--|-------------------|---|---------|--|--|---|--|-----------------------------------|--------------------|---|-------------------------------------|--|--|--|--|---|--|
| Name and Address of Reporting Person* SOPP MARK W | | | | | SAIC, Inc. [SAI] | | | | | | | | (Check all applicable) Director 10% Owner | | | | | |
| | | | | | | | | | | | | | | give title | | Other (sp | | |
| (Last) | (F | irst) | (Middle) | | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | | 1 | below) | | 7D 1 | below) | | |
| 1710 SAIC DRIVE | | | | - 1 | 04/01/2011 | | | | | | | | Ex | ecutive V | /P and | CFO | | |
| (Street) | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| MCLEAN VA 22102 | | | | | | | | | | | | Form filed by One Reporting Person | | | | | | |
| (=) | | | | | | | | | | | | | Form filed by More than One Reporting Person | | | ng | | |
| (City) | (S | itate) | (Zip) | | | | | | | | | | | | | | | |
| | | Та | ble I - Non-I | Derivat | ive S | ecuritie | s Ac | quired | Dis | posed o | f, or Be | neficially | Owned | | | | | |
| 1. Title of Security (Instr. 3) 2. Transa Date (Month/D | | | | | Execution Day/Year) if any | | A. Deemed xecution Date, any Month/Day/Year) | | Transaction Disposed Code (Instr. | | ities Acquired (A) or d Of (D) (Instr. 3, 4 an | | Beneficial Owned Fo | illy (| 6. Owne Form: D (D) or In (I) (Instr. | irect Ir direct B . 4) C | 7. Nature of Indirect Beneficial Ownership | |
| | | | | | | | | Code | v | Amount (A) or (D) | | Price | | ported Insaction(s) str. 3 and 4) | | (1 | nstr. 4) | |
| | 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 | | 3A. Deemed Execution Date, if any (Month/Day/Year) | Code | action (Instr. | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisal 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 derivative Securities Beneficiall Owned Following Reported Transactio | ly D | 0. Ownership Form: Direct (D) or Indirect () (Instr. 4) | Beneficial Ownership (Instr. 4) | |
| | | | | Code | v | (A) | (D) | Date Exercisal | | Expiration Date | Title | Amount or Number of Shares | | (Instr. 4) | m(S) | | | |
| Stock Option (Right to Buy) | \$16.92 | 04/01/2011 | | A | | 176,322 | | 04/01/201 | 2 ⁽¹⁾ | 03/31/2018 | Common Stock | 176,322 | \$0.0000 | 176,322 | 2 | D | | |

Explanation of Responses:

1. 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.

N. Walker, Attorney-in-fact 04/05

** 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.