SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| 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 OMB APPROVAL
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| 1. Name and Address of Reporting Person [*] DEMISCH WOLFGANG H | | | | | | 2. Issuer Name and Ticker or Trading Symbol SAIC, Inc. [SAI] | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|--|--|-------|----------------|----------|----------|--|------|--------------|------|--|-------|---|--|---|--|---------------------------------------|------------------------------|--|
| | | | | | | · | | | | | | | X | Directo | r | | 10% Ov | wner |
| (Last) (First) (Middle) 10260 CAMPUS POINT DRIVE | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/29/2007 | | | | | | | | Officer below) | (give title | | Other (: below) | specify |
| | | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| (Street) | | | | | | | | | | | | | | Form filed by One Reporting Person | | | | n |
| SAN DIE | | | | | | | | | | Form filed by More than One Reporting Person | | | | | | | | |
| (City) | (S | tate) | (Zip) | | | | | | | | | | | | | | | |
| | | Tal | ble I - Nor | n-Deriva | ative Se | ecurities A | \cqi | uired, | Disp | osed o | of, o | r Bene | ficially | Owned | | | | |
| 1. Title of Security (Instr. 3) Date (Month/D | | | | | | Execution Dat | | Code (Instr. | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5) | | | | | | Form: | Direct Indirect tr. 4) | 7. Nature of Indirect Beneficial Ownership (Inote 4) |
| | | | | | | | | Code | v | Amount | | (A) or (D) | Price | Transacti (Instr. 3 a | on(s) | | | (Instr. 4) |
| | | | | | | urities Ac Is, warran | | | | | | | | Owned | | | · · · · · · | |
| 1. Title of Derivative Security (Instr. 3) | tive Conversion Date Execution Date, T ty or Exercise (Month/Day/Year) if any C | | ansaction of E | | | xpiration Date Nonth/Day/Year) I | | | | 7. Title and Amou of Securities Underlying Derivative Securit (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Numbe derivative Securitie Beneficia Owned Following | e s ully | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) | | |

| | Security | | | | (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | | | | | Following Reported Transaction(s) (Instr. 4) | (I) (Instr. 4) | |
|--|-------------------------|------------|------|---|--|-----|---------------------------|--------------------|-----------------|-------------------------------------|-----|---|----------------|--|
| | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Class A Preferred Stock | (1) | 03/29/2007 | A | | 6,058 | | (1) | (2) | Common Stock | 6,058 | \$0 | 57,079 | Ι | By Key Executive Stock Deferral Plan |
| Stock Option (Right to Buy) | \$17.61 | 03/29/2007 | A | | 9,084 | | 03/29/2008 ⁽³⁾ | 03/28/2012 | Common Stock | 9,084 | \$0 | 9,084 | D | |
| Class A Preferred Stock ⁽⁴⁾ | \$0.0000 ⁽¹⁾ | | | | | | (1) | (2) | Common Stock | 178,979 | | 178,979 | D | |

Explanation of Responses:

1. Class A Preferred Stock is convertible into Common Stock on a 1 for 1 basis on and after the following dates and in the proportionate amounts for each Series: 20% allocated to Series A-1 and convertible on January 11, 2007; 20% allocated to Series A-2 and convertible on April 11, 2007; 30% allocated to Series A-3 and convertible on July 10, 2007; 30% allocated to Series A-4 and convertible on October 8, 2007. 2. Class A Preferred Stock has no expiration date.

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.
 On October 16, 2006, SAIC, Inc. became the successor to Science Applications International Corporation pursuant to a merger. The merger resulted in SAIC, Inc. becoming the parent holding company of Science Applications International Corporation, but did not alter the proportionate interests of security holders.

By: N. Walker, Attorney-in-fact 04/02/2007

** 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.