SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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	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* <u>DEMISCH WOLFGANG H</u>				er Name and Ticker <u>C, Inc.</u> [SAI]	or Trac	ling Sy	ymbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) 10260 CAMPU	(First) S POINT DRIVI	(Middle) E		3. Date of Earliest Transaction (Month/Day/Year) 01/04/2007						Officer (give title below)	Other below	(specify)	
(Street) SAN DIEGO	CA	92121	4. If Ar	4. If Amendment, Date of Original Filed (Month/Day/Year)						dividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
Date			2. Transaction Date (Month/Day/Year)	2A. Deemed3.Execution Date, if anyTransactio Code (Instr (Month/Day/Year)(Month/Day/Year)8)						5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
					Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)													

	(3-, p, -p, -p, -p,														
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. Transa Code (8)		5. Number Derivative Securities Acquired or Dispo of (D) (In 3, 4 and	re s I (A) sed str.	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	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V (A) (D) Date Expiration Date Title		Amount or Number of Shares	Transaction(s) (Instr. 4)							
Class A Preferred Stock ⁽¹⁾	(2)	01/04/2007		А		1,645 ⁽³⁾		(2)	(4)	Common Stock	1,645	\$18.09	51,021	I	By Key Executive Stock Deferral Plan
Class A Preferred Stock ⁽¹⁾	\$ 0.0000 ⁽²⁾							(2)	(4)	Common Stock	165,142		165,142	D	

Explanation of Responses:

1. 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.

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.
Shares of Class A Preferred Stock are issued in payment of deferred director's fees.

4. Class A Preferred Stock has no expiration date.

Remarks:

By: N. Walker, Attorney-in-fact 01/05/2007

** 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.

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