SM&A
Form 4
May 07, 2007

# FORM 4

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

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION
### Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| 1. Name and Address of Reporting Person * <br> REINERS KEVIN L | 2. Issuer Name **and** Ticker or Trading Symbol <br> **SM&A [WINS]** | 5. Relationship of Reporting Person(s) to Issuer <br><br> (Check all applicable) |
| --- | --- | --- |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <br> 04/25/2007 | _____ Director _____ 10% Owner <br> __X__ Officer (give title _____ Other (specify below) below) <br> Senior Vice President |
| 4695 MACARTHUR COURT, 8TH FLOOR | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <br> _X_ Form filed by One Reporting Person <br> ___ Form filed by More than One Reporting Person |
| NEWPORT BEACH, CA 92660 | | |
| (City) (State) (Zip) | | |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1.Title of Security (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) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| | | | Code | V | Amount | (A) or (D) | Price | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Pri Deri Secu |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | (Inst |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | Code | V | (A) | (D) | | | | | | |
| Restricted Stock Units | | (1) | 04/25/2007 | | A | | 8,000 | | (2) | (2) | Common Stock | 8,000 | | $ |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| REINERS KEVIN L<br>4695 MACARTHUR COURT<br>8TH FLOOR<br>NEWPORT BEACH, CA 92660 | | | Senior Vice President | |

# Signatures

/s/ Irma Y. Eggert, by Power of Attorney

05/07/2007

**Signature of Reporting Person                Date

# Explanation of Responses:

\*    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).

(1)  Each restricted stock unit represents a contingent right to receive one share of WINS common stock, par value $.0001 per share.

(2)  The restricted stock units shall vest effective the date that the Compensation Committee of the Board of Directors certifies that the performance targets set are satisfied, so long as the Participant is an employee in good standing of the Company on that date. Delivery of vested Awarded Shares shall occur no later than two and one-half months following the calendar year in which the performance targets for such Awarded Shares were achieved.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.