

Science Applications International Corp
 Form 4
 October 01, 2013

FORM 4

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

OMB APPROVAL

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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 *
KEENAN BRIAN F

2. Issuer Name and Ticker or Trading Symbol
Science Applications International Corp [SAIC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1710 SAIC DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/27/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

MCLEAN, VA 22102
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | | |
| Common Stock | 09/27/2013 | | A ⁽¹⁾ | | 20,856.5773 | A | \$ 0 20,856.5773 | I | By Key Executive Stock Deferral Plan |
| Common Stock | 09/27/2013 | | A ⁽¹⁾ | | 1,344 ⁽²⁾ | A | \$ 0 22,200.5773 | I | By Key Executive Stock Deferral Plan |
| Common Stock | 09/27/2013 | | A ⁽¹⁾ | | 3,741 ⁽³⁾ | A | \$ 0 25,941.5773 | I | By Key Executive Stock Deferral Plan |

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| | | | | | | | | |
|--------------|------------|------------------|----------------------|---|------|----------------------|---|---------------------------------------|
| Common Stock | 09/27/2013 | A ⁽¹⁾ | 5,914 ⁽⁴⁾ | A | \$ 0 | 31,855.5773 | I | By Key Executive Stock Deferral Plan |
| Common Stock | 09/27/2013 | A ⁽¹⁾ | 2,002.2485 | A | \$ 0 | 2,002.2485 | I | By Management Stock Compensation Plan |
| Common Stock | | | | | | 7,982 ⁽⁵⁾ | D | |
| Common Stock | | | | | | 2,381 ⁽⁶⁾ | I | By Retirement Plan |

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

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(9-02)

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option (Right to Buy) | \$ 37.8911 | 09/27/2013 | | A ⁽¹⁾ | 33,859 | ⁽⁷⁾ | 04/02/2014 | Common Stock | 33,859 |
| Stock Option (Right to Buy) | \$ 35.7565 | 09/27/2013 | | A ⁽¹⁾ | 35,558 | ⁽⁸⁾ | 04/01/2015 | Common Stock | 35,558 |
| Stock Option (Right to Buy) | \$ 27.1151 | 09/27/2013 | | A ⁽¹⁾ | 40,152 | ⁽¹⁰⁾ | 03/29/2019 | Common Stock | 40,152 |
| | \$ 27.8128 | 09/27/2013 | | A ⁽¹⁾ | 33,460 | ⁽¹¹⁾ | 04/04/2020 | | 33,460 |

| | | | | | | | | | | |
|--------------------------------------|------------|------------|--|------------------|--------|--|------------|-----------------|-----------------|--------|
| Stock Option (Right to Buy) | | | | | | | | Common Stock | | |
| Stock Option (Right to Buy) | \$ 34.7302 | 09/27/2013 | | A ⁽¹⁾ | 36,814 | | <u>(9)</u> | 03/31/2018 | Common Stock | 36,814 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KEENAN BRIAN F 1710 SAIC DRIVE MCLEAN, VA 22102 | | | Executive Vice President | |

Signatures

/s/ N. Walker,
Attorney-in-Fact

10/01/2013

__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) Represents equity awards granted by Leidos Holdings, Inc. (formerly SAIC, Inc.) that have been converted into equity awards of Science Applications International Corporation (the "Issuer") in connection with the spin-off of the Issuer from Leidos Holdings, Inc.
 - (2) Restricted stock units, which vest on January 31, 2014.
 - (3) Performance share program award and related dividend equivalent units, which vest on January 31, 2015.
 - (4) Restricted stock units and dividend equivalent units, which vest on January 31, 2015.
 - (5) Common stock of the Science Applications International Corporation (the "Issuer") received with respect to shares of common stock of Leidos Holdings, Inc. held prior to the spin-off of the Issuer from Leidos Holdings, Inc.
 - (6) As of September 30, 2013.
 - (7) An option which is fully vested.
 - (8) An option which vests according to the following schedule: 20% on each of April 2, 2011, April 2, 2012 and April 2, 2013 and 40% on April 2, 2014.
 - (9) An option which vests according to the following schedule: 20% on each of April 1, 2012, April 1, 2013 and April 1, 2014 and 40% on April 1, 2015.
 - (10) An option which vests according to the following schedule: 20% on each of March 30, 2013, March 30, 2014 and March 30, 2015 and 40% on March 30, 2016.
 - (11) An option which vests according to the following schedule: 20% on each of April 5, 2014, April 5, 2015 and April 5, 2016 and 40% on April 5, 2017.

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