## Edgar Filing: SM&A - Form 4

SM&A									
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July 03, 200	)7								
FORM	14						PPROVAL		
	UNITED	STATES SE	ECURITIES A Washington,	ND EXCHANGE D.C. 20549	COMMISSION	OMB Number:	3235-0287		
Check th if no lon	ger			Expires:	January 31,				
subject t Section Form 4 o	STATEN 16. or		HANGES IN SECUR	Estimated burden hou response	urs per				
Form 5 obligatio may con <i>See</i> Instr 1(b).	ons Section 17(	(a) of the Pub	olic Utility Hold	e Securities Excha ding Company Act Company Act of 1	of 1935 or Section	on			
(Print or Type	Responses)								
1. Name and Address of Reporting Person <u>*</u> STENBIT JOHN P			. Issuer Name <b>and</b> mbol M&A [WINS]	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (	Middle) 3. J	Date of Earliest Tr	ransaction	(Che	ck all applicabl	e)		
. ,	ARTHUR COUR	(M	Ionth/Day/Year) 5/29/2007		X_Director10% Owner Officer (give titleOther (specify below)below)				
	(Street)	4. 1	If Amendment, Da	ate Original	6. Individual or Joint/Group Filing(Check				
		File	ed(Month/Day/Year	;)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
NEWPORT	Г BEACH, CA 92	2660			Person	More than One R	eporting		
(City)	(State)	(Zip)	Table I - Non-D	Derivative Securities A	cquired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Y	e, if Transaction Code	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V		(Instr. 3 and 4)				
Reminder: Rep	port on a separate line	e for each class o	of securities benef	icially owned directly	-				
				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.					
	Tab	le II - Derivativ	ve Securities Acq	uired, Disposed of, or	Beneficially Owned	l			

(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and .
Security	Conversion	(Month/Day/Year)	Execution Date, if	Transactionof		Expiration Date	Underlying S
(Instr. 3)	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and

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	Price of Derivative Security		(Mont	h/Day/Year	r) (Instr.	8)	Securi Acqui (A) or Dispo of (D) (Instr. and 5)	red sed 3, 4,			
					Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title
NON-QUALIFIED STOCK OPTION (right to buy) (1)	\$ 7.01	06/29/20	007		А		143		06/29/2007 <u>(2)</u>	06/29/2017	COMMO STOCK
Reporting O	wners										
Reporting Owner Nan	ne / Address	Director	<b>Relationsh</b> 10% Owner		Other						
STENBIT JOHN P 4695 MACARTHUR 8TH FLOOR NEWPORT BEACH		Х									
Signatures											
/s/ Irma Y. Eggert, b Attorney <u>**</u> Signature of Repo			07/03/200 Date	07							
_Signature of Repo	rung reison		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) This option grant is issued pursuant to Amendment 2 of the Director Compensation Plan dated March 7, 2007.
- (2) The options vest 100% on the date of grant.
- (3) This represents vested and exercisable non-qualified stock options available to Mr. Stenbit following this reported transaction.

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.