SM&A Form 4 July 05, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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Estimated average burden hours per response...

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * STENBIT JOHN P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

SM&A [WINS]

(First) (Middle) (Last)

3. Date of Earliest Transaction

(Month/Day/Year)

07/02/2007

X_ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

4695 MACARTHUR COURT, 8TH **FLOOR**

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Reported

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title an Underlyin (Instr. 3 at Edgar Filing: SM&A - Form 4

Price of (Month/Day/Year) (Instr. 8) Acquired
Derivative (A) or
Security Disposed of (D)
(Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable Expiration

NON-QUALIFIED

STOCK OPTION (right to buy) $\frac{(1)}{}$

\$ 7.01 07/02/2007

A 1,427

07/02/2007(2) 07/02/2017

Date

COMM

Title

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

STENBIT JOHN P

4695 MACARTHUR COURT

8TH FLOOR

NEWPORT BEACH, CA 92660

Signatures

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

07/05/2007

**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) 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.

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