SM&A Form 4 January 25, 2008

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ECKSTAEDT JAMES ROBERT

SM&A [WINS]

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Last)

(City)

Security

(Instr. 3)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

01/23/2008

Director X_ Officer (give title below)

10% Owner Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

4695 MACARTHUR COURT, 8TH

(Street)

(State)

(Month/Day/Year)

FLOOR

4. If Amendment, Date Original

Filed(Month/Day/Year)

EVP, Finance/CFO & Corp Secty 6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

NEWPORT BEACH, CA 92660

1. Title of 2. Transaction Date 2A. Deemed

3. Execution Date, if TransactionAcquired (A) or Code

4. Securities Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

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

Ownership (Instr. 4) (Instr. 4)

(A)

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.

(Month/Day/Year)

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.

SEC 1474 (9-02)

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

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

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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

Code V (A) (D) Date Exercisable Expiration Date

piration Title Amount te or Number

of Share

Stock

Option (right to buy)

A 60,000 01/23/2009(1) 01/23/2018 Common Stock 60,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ECKSTAEDT JAMES ROBERT 4695 MACARTHUR COURT 8TH FLOOR NEWPORT BEACH, CA 92660

EVP, Finance/CFO & Corp Secty

Signatures

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

01/25/2008

**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) The option will vest as follows: (i) 15,000 options on 1/23/2009, (ii) 15,000 options on 1/23/2010, (iii) 15,000 options on 1/23/2011, (iv) 15,000 options on 1/23/2012, and pursuant to the terms of the Company's 2007 Equity Incentive Plan.

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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