SM&A Form 4 October 19, 2004

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Last)

(City)

1. Name and Address of Reporting Person * NUSSBAUM LUTHER J

> (First) (Middle)

> > (Zip)

4695 MACARTHUR CT., 8TH **FLOOR**

(Street)

2. Issuer Name and Ticker or Trading Symbol

SM&A [WINS]

3. Date of Earliest Transaction

(Month/Day/Year) 10/15/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

Beneficial

Ownership

(Instr. 4)

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

Former Director

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

(State)

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or (Month/Day/Year) Indirect (I) (Instr. 8) Owned Following (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common

10/15/2004 Stock

S 87,500 D

0

D

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)

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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. Transactic Code (Instr. 8)	5. Number of or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option Plan (right to buy)	\$ 2.5	10/15/2004		M	50,000	<u>(1)</u>	10/28/2004	Common Stock	50,000
Stock Option Plan (right to buy)	\$ 1.24	10/15/2004		M	37,500	(2)	10/28/2004	Common Stock	37,500

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

NUSSBAUM LUTHER J 4695 MACARTHUR CT. 8TH FLOOR NEWPORT BEACH, CA 92660

Former Director

Signatures

/s/ Robin E. Britzman, by Power of Attorney

10/19/2004

**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) Mr. Nussbaum retired from the Company's Board of Directors on July 30, 2004. As of that date he had 50,000 non-qualified vested exerciseable options at \$2.50 under the Company's stock option plan.
- (2) Mr. Nussbaum retired from the Company's Board of Directors on July 30, 2004. As of that date he had 37,500 non-qualified vested exerciseable options at \$1.24 under the Company's stock option 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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