Edgar Filing: BEAUDRY BENNETT C - Form 4

BEAUDRY BE	ENNETT C									
Form 4 January 26, 200)5									
								OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287	
Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instruction 1(b).	STATEN Filed pur e. Section 17(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 Resp	ponses)									
1. Name and Address of Reporting Person <u>*</u> BEAUDRY BENNETT C			2. Issuer Name and Ticker or Trading Symbol SM&A [WINS]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (Middle)	3. Date of Earliest Transaction							
4695 MACAR FLOOR	(Month/Day/Year) 01/03/2005				Director 10% Owner X Officer (give title Other (specify below) below) President and COO					
	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						
NEWPORT BI	EACH, CA 92	660					Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivativ	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	Transaction Date onth/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or d of (D) 4 and 5) (A) or	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)	
Reminder: Report	on a separate line	e for each cl	ass of sec	urities bene	ficially ov	ned directly	or indirectly.			
					Perse infor requi	ons who res mation con ired to resp ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amour
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securi
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

Edgar Filing: BEAUDRY BENNETT C - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	 (Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Nurr Shar
Employee Stock Option (right to buy)	\$ 8.45	01/03/2005		A		100,000		04/03/2005 <u>(1)</u>	01/03/2015	Common Stock	100

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
BEAUDRY BENNETT C 4695 MACARTHUR COURT 8TH FLOOR NEWPORT BEACH, CA 92660			President and COO				
Signatures							
/s/ Bennett C. Beaudry, President COO	: &	01/25/2	.005				

<u>**</u>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) Pursuant to the terms of Mr. Beaudry's Employment Agreement with SM&A, these options will become exerciseable in sixteen quarterly installments beginning April 3, 2005.
- (2) Mr. Beaudry maintains direct ownership of the following SM&A securities: (i) 410,000 vested and unvested stock options; and (ii) 25,000 shares of common stock.

Remarks:

This transaction reflects 100,000 stock options Mr. Beaudry was entitled to receive on January 1, 2005 pursuant to Amendmen

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.