

SM&A  
Form 4  
April 22, 2005

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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. Name and Address of Reporting Person \*  
BEAUDRY BENNETT C

(Last) (First) (Middle)

4695 MACARTHUR COURT, 8TH FLOOR

(Street)

NEWPORT BEACH, CA 92660

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SM&A [WINS]

3. Date of Earliest Transaction (Month/Day/Year)  
04/20/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Fmr President and COO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	04/20/2005		S		145,625	D	\$ 8.136
Common Stock	04/20/2005		S		5,000	D	\$ 8.136
					0	D	
					20,000	D	

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

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SEC 1474 (9-02)

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**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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (ISO -right to buy)	\$ 1.16	04/20/2005		M	26,250	04/20/2005 09/17/2011	Common Stock
Employee Stock Option (ISO -right to buy)	\$ 2.55	04/20/2005		M	22,500	04/20/2005 03/11/2012	Common Stock
Employee Stock Option (NonQual-right to buy)	\$ 3.48	04/20/2005		M	10,228	04/20/2005 06/05/2012	Common Stock
Employee Stock Option (ISO -right to buy)	\$ 3.48	04/20/2005		M	58,522	04/20/2005 06/05/2012	Common Stock
Employee Stock Option (NonQual-right to buy)	\$ 3.65	04/20/2005		M	28,125	04/20/2005 01/15/2013	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEAUDRY BENNETT C 4695 MACARTHUR COURT 8TH FLOOR NEWPORT BEACH, CA 92660			Fmr President and COO	

## Signatures

/s/ Irma Y. Eggert, Power of  
Attorney

04/22/2005

\_\_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. Beaudry maintains an additional 37,500 vested and exercisable non-qualified options expiring on July 29,2005.

### Remarks:

Mr. Beaudry announced his resignation as the Company's President and Chief Operating Officer on March 30, 2005. In accord

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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