MATHIS PAULA K Form 4 February 11, 2003

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

 Name and Address of Reporting Person* (Last, First, Middle) MATHIS, PAULA K c/o SM&A 4695 MacArthur Court, 8th Floor (Street) 			Trad	r Name and Ticker or ing Symbol A ("WINS")	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)				
				ment for (Month/Day/Year) ary 10, 2003	5. 7.	If Amendment, Date of Original (Month/Day/Year)				
				tionship of Reporting Person(s) to r (Check All Applicable)		Individual or Joint/Group Filing (Check Applicable Line)				
Newport Beach, CA	A 92660		0	Director X 10% Owner		X	Form filed by One Reporting Person			
(City) (Sta	ate) (Zip)		0	Officer (give title below) Other (specify below)		0	Form filed by More than One Reporting Person			

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

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

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)	Securities or Dispos (Instr. 3, 4	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price			
Common Stock	02/10/2003		S	2,200	D	\$3.85	3,088,638	I (1)	By Self as Trustee of the Paula K. Mathis Revocable Trust
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_				_	_				
						_			
			Page	2					

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

1.	I. Title of Derivative Security (Instr. 3)		Conversion or Exercise Price of Derivative Security	3.	Transaction 2 Date (Month/Day/Year)		3a. Deemed Execution A Date, if any (Month/Day/Year)		Transaction Code (Instr. 8)	 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 			
									Code V		(A)	(D)	
	None					_							
						Pag	e 3						

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

6.	Date Exercisable and Expiration Date (Month/Day/Year)	7.	Title and Amount 8. of Underlying Securities (Instr. 3 and 4)	Price of Derivative Security (Instr. 5)	9.	Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)
_	Date Expiration Exercisable Date		Amount or Number of Title Shares							
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Explanation of Responses:

(1) Mr. Steven Myers, Chairman, President and CEO of SM&A, holds the right to vote the indicated shares directly pursuant to a marital settlement agreement. The right of disposition of the indicated shares is held by Paula K. Mathis as trustee of the Paula K. Mathis Revocable Trust.

/s/ Irma Y. Eggert, Attorney In Fact

February 10, 2003

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**Signature of Reporting Person Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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