

Science Applications International Corp
 Form 4
 October 01, 2013

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 *
KEENE NAZZIC S

2. Issuer Name and Ticker or Trading Symbol
Science Applications International Corp [SAIC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1710 SAIC DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/27/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sector President

MCLEAN, VA 22102
 (City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)			
Common Stock	09/27/2013		A ⁽¹⁾	V	6,390.7006 ⁽²⁾	A	\$ 0	6,725.7006 ⁽³⁾	D	
Common Stock	09/27/2013		A ⁽¹⁾		5,091 ⁽⁴⁾	A	\$ 0	11,816.7006	D	
Common Stock	09/27/2013		A ⁽¹⁾		8,046 ⁽⁵⁾	A	\$ 0	19,862.7006	D	

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

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number.

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 26.0272	09/27/2013		A ⁽¹⁾	56,981	⁽⁶⁾ 09/13/2019	Common Stock	56,981
Stock Option (Right to Buy)	\$ 27.8128	09/27/2013		A ⁽¹⁾	66,921	⁽⁷⁾ 04/04/2020	Common Stock	66,921

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEENE NAZZIC S 1710 SAIC DRIVE MCLEAN, VA 22102			Sector President	

Signatures

/s/ N. Walker,
Attorney-in-Fact

10/01/2013

__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) Represents equity awards granted by Leidos Holdings, Inc. (formerly SAIC, Inc.) that have been converted into equity awards of Science Applications International Corporation (the "Issuer") in connection with the spin-off of the Issuer from Leidos Holdings, Inc.
- (2) Restricted stock units and dividend equivalent units, which vest according to the following schedule: 25% on each of September 14, 2014 and September 14, 2015 and 50% on September 14, 2016.
- (3) Includes common stock of the Issuer received with respect to shares of common stock of Leidos Holdings, Inc. held prior to the spin-off of the Issuer from Leidos Holdings, Inc.

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- (4) Performance share program award and related dividend equivalent units, which vest on January 31, 2015.
- (5) Restricted stock units and dividend equivalent units, which vest on January 31, 2015.
- (6) An option which vests according to the following schedule: 20% on each of September 14, 2013, September 14, 2014 and September 14, 2015 and 40% on September 14, 2016.
- (7) An option which vests according to the following schedule: 20% on each of April 5, 2014, April 5, 2015 and April 5, 2016 and 40% on April 5, 2017.

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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