

Science Applications International Corp
 Form 4
 October 01, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Hartley John Robert

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)
 Chief Financial Officer

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)			
			Code	V	Amount or Price					
Common Stock	09/27/2013		A ⁽¹⁾		3,129.9396 <u>(2)</u>	A	\$ 0	5,749.9396 <u>(3)</u>	D	
Common Stock	09/27/2013		A ⁽¹⁾		2,115 ⁽⁴⁾	A	\$ 0	7,864.9396	D	
Common Stock	09/27/2013		A ⁽¹⁾		783 ⁽⁵⁾	A	\$ 0	8,647.9396	D	
Common Stock	09/27/2013		A ⁽¹⁾		2,494 ⁽⁶⁾	A	\$ 0	11,141.9396	D	
Common Stock	09/27/2013		A ⁽¹⁾		3,943 ⁽⁷⁾	A	\$ 0	15,084.9396	D	

Edgar Filing: Science Applications International Corp - Form 4

Common Stock	289 ⁽⁸⁾	I	By Retirement Plan
-----------------	--------------------	---	--------------------------

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 37.8911	09/27/2013		A ⁽¹⁾		18,074		⁽⁹⁾	04/02/2014	Common Stock	18,074
Stock Option (Right to Buy)	\$ 35.7565	09/27/2013		A ⁽¹⁾		21,770		⁽¹⁰⁾	04/01/2015	Common Stock	21,770
Stock Option (Right to Buy)	\$ 34.7302	09/27/2013		A ⁽¹⁾		21,475		⁽¹¹⁾	03/31/2018	Common Stock	21,475
Stock Option (Right to Buy)	\$ 27.1151	09/27/2013		A ⁽¹⁾		26,768		⁽¹²⁾	03/29/2019	Common Stock	26,768
Stock Option (Right to Buy)	\$ 27.8128	09/27/2013		A ⁽¹⁾		50,190		⁽¹³⁾	04/04/2020	Common Stock	50,190

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hartley John Robert 1710 SAIC DRIVE MCLEAN, VA 22102			Chief Financial Officer	

Signatures

/s/ N. Walker, Attorney-in-Fact	10/01/2013
<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) 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 March 30, 2014 and March 30, 2015 and 50% on March 30, 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.
- (4) Restricted shares which vest on April 9, 2014.
- (5) Restricted stock units, which vest on January 31, 2014.
- (6) Performance share program award and related dividend equivalent units, which vest on January 31, 2015.
- (7) Restricted stock units and dividend equivalent units, which vest on January 31, 2015.
- (8) As of September 30, 2013.
- (9) An option which is fully vested.
- (10) An option which vests according to the following schedule: 20% on each of April 2, 2011, April 2, 2012 and April 2, 2013 and 40% on April 2, 2014.
- (11) An option which vests according to the following schedule: 20% on each of April 1, 2012, April 1, 2013 and April 1, 2014 and 40% on April 1, 2015.
- (12) An option which vests according to the following schedule: 20% on each of March 30, 2013, March 30, 2014 and March 30, 2015 and 40% on March 30, 2016.
- (13) 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. 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.