SEC Form 4
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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPROVAL
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1. Name and Address of Reporting Person <sup>*</sup> Scanlon James J. III					uer Name <b>and</b> Tick ence Applicat				5. R (Ch	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
					2]					Contraction Officer (give title below)	er (specify ow)			
(Last) (First) (Middle) 12010 SUNSET HILLS ROAD					te of Earliest Trans 3/2020	action (	Month	/Day/Year)		EVP, Customer Group Manager				
(Street) RESTON VA 20190					mendment, Date o	f Origin	al File	d (Month/Day/	Line	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person				
ESTON		20190									Form filed by C Form filed by N Person			
(City)	(State)	(Zip)												
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
Date			2. Transactic Date (Month/Day/		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 a 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)	
Common Stock	k		04/03/20	020		Α		7,626	Α	\$73.77	29,697	D		
Common Stocl	k										5,590.7361	I	By Key Executive Stock Deferral Plan	
Common Stocl	k										4,610.17	Ι	By SAIC Retirement Plan	

## 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) (Inst 3, 4 and 5)		ive ies ed ed nstr.	6. Date Exerc Expiration Da (Month/Day/Y	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$73.77	04/03/2020		A		10,826		(1)	04/03/2020	Common Stock	10,826	\$0.0000	10,826	D	

Explanation of Responses:

1. The option includes the following graded vesting schedule of approximately one-third of the underlying shares for each of the first three anniversaries of the grant date. 3,608 shares vest 03-Apr-2021; 3,609 shares vest 03-Apr-2022; 3,609 shares vest 03-Apr-2023.

## Steven G. Mahon, Attorney-in-Fact 04/06/2020

\*\* Signature of Reporting Person Date

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).

\*\* 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.

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 Number.