

Smith Theoren P III  
 Form 4  
 May 01, 2007

**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 \*  
 Smith Theoren P III

2. Issuer Name and Ticker or Trading Symbol  
 SAIC, Inc. [SAI]

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)  
 04/27/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP & Chief Technology 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

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

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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3)                                 | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code  | (A) or Disposed of (D) (Instr. 3, 4, and 5) |                           | Date Exercisable | Expiration Date | Title                                  |
|--|------------------------------|------------------|------------------|---|---------------------------|------------------|-----------------|--|
|  |                              |                  |                  | (A)   | (D)                       |                  |                 |  |
| Class A Preferred Stock                    | <u>(1)</u>                   | 04/27/2007       | M                | 17,789                                      |                           | <u>(1)</u>       | <u>(2)</u>      | Common Stock                           |
| Class A Preferred Stock                    | <u>(1)</u>                   | 04/27/2007       | S <sup>(3)</sup> | 9,333                                       |                           | <u>(1)</u>       | <u>(2)</u>      | Common Stock                           |
| Class A Preferred Stock                    | <u>(1)</u>                   | 04/27/2007       | F                | 3,185                                       |                           | <u>(1)</u>       | <u>(2)</u>      | Common Stock                           |
| Stock Option (Right to Buy) <sup>(4)</sup> | \$ 9.6333                    | 04/27/2007       | M                | 17,789                                      | 10/04/2003 <sup>(5)</sup> | 10/03/2007       |                 | Class A Preferred Stock <sup>(1)</sup> |
| Class A Preferred Stock                    | \$ 0 <sup>(1)</sup>          |                  |                  |   |                           | <u>(1)</u>       | <u>(2)</u>      | Common Stock                           |
| Class A Preferred Stock                    | \$ 0 <sup>(1)</sup>          |                  |                  |   |                           | <u>(1)</u>       | <u>(2)</u>      | Common Stock                           |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Smith Theoren P III<br>1710 SAIC DRIVE<br>MCLEAN, VA 22102 |               |           | EVP & Chief Technology Officer |       |

## Signatures

By: N. Walker,  
Attorney-in-fact

05/01/2007

    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)

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Class A Preferred Stock is convertible into Common Stock on a 1 for 1 basis on and after the following dates and in the proportionate amounts for each Series: 20% allocated to Series A-1 and convertible on January 11, 2007; 20% allocated to Series A-2 and convertible on April 11, 2007; 30% allocated to Series A-3 and convertible on July 10, 2007; 30% allocated to Series A-4 and convertible on October 8, 2007.

- (2) Class A Preferred Stock has no expiration date.
- (3) Non-exempt surrender of shares to pay exercise price for option exercise.

On October 16, 2006, SAIC, Inc. became the successor to Science Applications International Corporation pursuant to a merger. The

- (4) merger resulted in SAIC, Inc. becoming the parent holding company of Science Applications International Corporation, but did not alter the proportionate interests of security holders.

The option is exercisable according to the following annual vesting schedule: 20% in years 1, 2 and 3, and 40% in year 4. The date

- (5) exercisable set forth above is the first anniversary of the date of grant of each option and represents the date on which the option first became exercisable with respect to 20% of the underlying shares in accordance with the aforementioned vesting schedule.

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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