

Smith Theoren P III  
 Form 4/A  
 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)  
 10/16/2006

\_\_\_\_ 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)  
 10/18/2006

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 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 (A) or | 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 | Disposed of (D)      |     | Date Exercisable          | Expiration Date | Title                                  |
|--|------------------------------|------------------|-----------------|----------------------|-----|---------------------------|-----------------|--|
|  |                              |                  |                 | (Instr. 3, 4, and 5) | (D) |                           |                 |  |
|  |                              |                  | V               | (A)                  | (D) |                           |                 |  |
| Class A Preferred Stock <sup>(1)</sup>     | <u>(2)</u>                   | 10/16/2006       | A               | 34,379.9454          |     | <u>(2)</u>                | <u>(3)</u>      | Common Stock                           |
| Class A Preferred Stock <sup>(1)</sup>     | <u>(2)</u>                   | 10/16/2006       | A               | 12,052               |     | <u>(2)</u>                | <u>(3)</u>      | Common Stock                           |
| Class A Preferred Stock <sup>(1)</sup>     | <u>(2)</u>                   | 10/16/2006       | A               | 1,122                |     | <u>(2)</u>                | <u>(3)</u>      | Common Stock                           |
| Stock Option (Right to Buy) <sup>(1)</sup> | \$ 9.6333                    | 10/16/2006       | A               | 78,207               |     | 10/04/2003 <sup>(5)</sup> | 10/03/2007      | Class A Preferred Stock <sup>(2)</sup> |
| Stock Option (Right to Buy) <sup>(1)</sup> | \$ 9.5333                    | 10/16/2006       | A               | 44,999               |     | 03/25/2004 <sup>(5)</sup> | 03/24/2008      | Class A Preferred Stock <sup>(2)</sup> |
| Stock Option (Right to Buy) <sup>(1)</sup> | \$ 12.1733                   | 10/16/2006       | A               | 44,999               |     | 03/31/2005 <sup>(5)</sup> | 03/30/2009      | Class A Preferred Stock <sup>(2)</sup> |
| Stock Option (Right to Buy) <sup>(1)</sup> | \$ 13.5166                   | 10/16/2006       | A               | 74,996               |     | 03/31/2006 <sup>(5)</sup> | 03/30/2010      | Class A Preferred Stock <sup>(2)</sup> |
| Stock Option (Right to Buy) <sup>(1)</sup> | \$ 14.4633                   | 10/16/2006       | A               | 42,597               |     | 11/22/2006 <sup>(5)</sup> | 11/21/2010      | Class A Preferred Stock <sup>(2)</sup> |
| Stock Option (Right to Buy) <sup>(1)</sup> | \$ 14.64                     | 10/16/2006       | A               | 120,000              |     | 03/21/2007 <sup>(5)</sup> | 03/20/2011      | Class A Preferred Stock <sup>(2)</sup> |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

Smith Theoren P III  
1710 SAIC DRIVE  
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) On October 16, 2006, SAIC, Inc. became the successor to Science Applications International Corporation pursuant to a merger. The 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.

(2) 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.

(3) Class A Preferred Stock has no expiration date.

(4) Received in a reorganization merger with Science Applications International Corporation ("Old SAIC"). On the effective date of the merger, the closing price for SAIC, Inc.'s common stock (into which the Class A preferred shares will become convertible on a one-for-one basis) was \$18.11 per share; the securities of Old SAIC were not listed on any securities exchange.

(5) 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 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.

(6) Received in a reorganization merger with Old SAIC in exchange for an option to purchase shares of Old SAIC common stock.

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.