Stanley, Inc. Form 4 May 14, 2008

## 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

obligations

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

may continue. *See* Instruction

1(b).

(Last)

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 <u>\*</u> Brabston James H

ARLINGTON, VA 22201

(First) (Middle)

C/O STANLEY, INC., 3101 WILSON BOULEVARD, SUITE

700

(Street)

eet) 4. If Amen

2. Issuer Name **and** Ticker or Trading Symbol

Stanley, Inc. [SXE]

3. Date of Earliest Transaction

(Month/Day/Year) 05/12/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

se... 0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_ Director \_\_\_\_\_ 10% Owner

\_\_\_\_\_ Officer (give title \_\_\_\_\_ Other (specify below)

Senior Vice President

Senior vice President

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person \_\_\_\_ Form filed by More than One Reporting

Person

(City)	(State)	(Zip) 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. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common Stock	05/13/2008		A	50,578	A	\$0	94,312 (1)	D			
Common Stock							59,150	I	By ESOP		
Common Stock	05/12/2008(2)		J	5,840	D	<u>(2)</u>	5,840	I	By 401(k) Plan		
Common Stock							85,890	I	By Executive Deferred Compensation and Equity		

								Incentive Trust
Common Stock						6,585	I	By Spouse
Common Stock	05/12/2008(2)	J	3,190	D	<u>(2)</u>	3,189	I	By Spouse - 401(k) Plan
Common Stock						24,297	I	By Spouse - ESOP

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control 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. Transact Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Titl Amou Under Secur (Instr.	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

Brabston James H C/O STANLEY, INC. 3101 WILSON BOULEVARD, SUITE 700 ARLINGTON, VA 22201

Senior Vice President

**Signatures** 

/s/ Sean M. Gallagher, as 05/14/2008 Attorney-in-Fact

> \*\*Signature of Reporting Person Date

2 Reporting Owners

## **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).
- Includes 50,578 restricted shares, of which (i) 75% vest on the date the Company files its Form 10-K for the fiscal year ended March 31,
- (1) 2011 with the SEC if, by such date, certain revenue and earnings per share targets have been achieved by the Company (the "Performance Targets"), and (ii) 25% vest on March 31, 2012, if the Performance Targets have previously been met.
  - Beginning on April 1, 2008 and ending on May 12, 2008, United States Trust Company, N.A., the trustee under the Stanley, Inc. 401(k) Plan ("401(k) Plan"), sold shares of Stanley, Inc. common stock held by participants of the 401(k) Plan for an average price of \$25.1566.
- (2) When the 401(k) Plan shares were sold, each participant's account in the 401(k) Plan was reduced by their respective shares. The participants in the 401(k) Plan, including Mr. Brabston, have no discretion with respect to the terms of any sale of 401(k) Plan shares, including the timing of such sales.

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.