

Stanley, Inc.
Form 4
May 14, 2008

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 *
Brabston James H

(Last) (First) (Middle)

C/O STANLEY, INC., 3101
WILSON BOULEVARD, SUITE
700

(Street)

ARLINGTON, VA 22201

(City) (State) (Zip)

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)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior Vice President

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	(D)	Price
Common Stock	05/13/2008		A		50,578	A	\$ 0
Common Stock					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
Common Stock					85,890	I	By Executive Deferred Compensation and Equity

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.