

Stanley, Inc.
Form 4
December 05, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Nolan Philip O

(Last) (First) (Middle)
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)
12/01/2006

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)
Chairman, Pres., CEO, Director

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 (A) or (D) Price			
Common Stock	12/01/2006		M	50,000 A \$ 0.53	1,764,200 (1)	D	
Common Stock	12/01/2006		M	1,545 A \$ 1.44	1,765,745 (1)	D	
Common Stock					307,950	I	By Executive Deferred Compensation and Equity Incentive Trust
Common Stock					150,000	I	By Philip O. Nolan IV 2006

Irrevocable
Dynasty Trust

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

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(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 (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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A)	or Disposed of (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy	\$ 0.53	12/01/2006		M	50,000		03/30/2003	03/29/2008	Common Stock	156,000
Option to Buy	\$ 1.44	12/01/2006		M	1,545		03/31/2002	03/31/2007	Common Stock	36,000
Option to Buy	\$ 1.44						03/31/2003	03/31/2008	Common Stock	36,000
Option to Buy	\$ 1.44						03/31/2004	03/31/2009	Common Stock	36,000
Option to Buy	\$ 1.78						07/01/2002	07/01/2007	Common Stock	12,000
Option to Buy	\$ 1.78						07/01/2003	07/01/2008	Common Stock	12,000
Option to Buy	\$ 1.78						07/01/2004	07/01/2009	Common Stock	12,000
Option to Buy	\$ 1.78						07/01/2005	03/31/2010	Common Stock	12,000
Option to Buy	\$ 2.59						04/29/2004	04/30/2008	Common Stock	18,000
Option to Buy	\$ 2.59						04/29/2005	04/30/2008	Common Stock	18,000
Option to Buy	\$ 2.59						04/29/2006	04/30/2008	Common Stock	18,000
	\$ 2.59						(2)	04/30/2008		36,000

Option
to BuyCommon
StockOption
to Buy

\$ 8.65

(3)

05/05/2011

Common
Stock

101,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nolan Philip O 3101 WILSON BOULEVARD SUITE 700 ARLINGTON, VA 22201	X	X	Chairman, Pres., CEO, Director	

Signatures

Jaime L. Chase,
Attorney-in-fact

12/05/2006

**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) Includes 213,390 shares held in trust for Mr. Nolan under the Stanley, Inc. Employee Stock Ownership Plan (the "ESOP").
- (2) Options became exercisable upon the completion of our initial public offering on October 23, 2006.
- (3) These options vest 20% annually over a period beginning on date of grant, May 4, 2006, with a final vesting date of May 4, 2011. None are currently exercisable.

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.