

Stanley, Inc.  
Form 4  
December 04, 2006

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Karlson William E

(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)  
11/30/2006

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)  
Sr. Vice President & 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	11/30/2006		M		12,600	A	\$ 0.53
							1,310,190 (1)
Common Stock	11/30/2006		M		11,400	A	\$ 1.44
							1,321,590 (1)
Common Stock	11/30/2006		M		11,400	A	\$ 1.44
							1,332,990 (1)
Common Stock							120,690
						I	By Executive Deferred Compensation and Equity Incentive Trust

Edgar Filing: Stanley, Inc. - Form 4

Common Stock	150,000	I	(2) By William E. Karlson 2006 Irrevocable Dynasty Trust
-----------------	---------	---	--

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 (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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option to Buy	\$ 0.53	11/30/2006		M	12,600	03/30/2003 03/29/2008	Common Stock	12,600	
Option to Buy	\$ 1.44	11/30/2006		M	11,400	03/31/2003 03/31/2008	Common Stock	11,400	
Option to Buy	\$ 1.44	11/30/2006		M	11,400	03/31/2004 03/31/2009	Common Stock	11,400	
Option to Buy	\$ 1.78					07/01/2003 07/01/2008	Common Stock	6,000	
Option to Buy	\$ 1.78					07/01/2004 07/01/2009	Common Stock	6,000	
Option to Buy	\$ 1.78					07/01/2005 03/31/2010	Common Stock	6,000	
Option to Buy	\$ 2.59					04/29/2004 04/30/2008	Common Stock	3,600	
Option to Buy	\$ 2.59					04/29/2005 04/30/2008	Common Stock	3,600	
Option to Buy	\$ 2.59					04/29/2006 04/30/2008	Common Stock	3,600	
Option	\$ 2.59					(3) 04/30/2008	Common	7,200	

to Buy					Stock	
Option	\$ 8.65			(4)	05/05/2011	Common Stock 22,500
to Buy						

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Karlson William E 3101 WILSON BOULEVARD SUITE 700 ARLINGTON, VA 22201	X		Sr. Vice President & Director	

## Signatures

Jaime L. Chase,  
Attorney-in-fact

12/04/2006

\_\_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 221,130 shares held in trust for Mr. Karlson under the Stanley, Inc. Employee Stock Ownership Plan ("the ESOP").
- (2) Adjustment due to typographical error. Was originally reported as 120,960.
- (3) Options became exercisable upon completion of our initial public offering on October 23, 2006.
- (4) There 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.