MATHIS PAULA K Form 4 March 20, 2003

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

O Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

f Amendment, Date of Original Month/Day/Year)
ndividual or Joint/Group Filing Check Applicable Line)
Form Filed by One Reporting Person
Form Filed by More than One Reporting
Person
n C

Reminder:	Report on a separate line for each class of securities beneficially owned directly or indirectly.
*	If the form is filed by more than one reporting person, see instruction 4(b)(v).

Title of 2. Security (Instr. 3)	Transaction 2 Date (Month/Day/Year)	A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 4 Code (Instr. 8)	4. Securities A Disposed of (Instr. 3, 4 d	f (D)	ed (A) or	5. Amount of Sec- urities Beneficially Owned Following Reported Trans- action(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownershi (Instr. 4)
			Code V	Amount	(A) or (D)	Price			
Common Stock	03/19/03		S	75,000	D	\$4.50	2,801,838	I(1)	By Self as Trustee of the Paula K. Mathis Revocable Trust
				Page 2					

	ו	Γable II				isposed of, or Benefi , convertible securiti				
Title of Derivative 2. Security (Instr. 3)		Derivative	Transaction Date (Month/Day/Year)		Deemed Execution 4. Date, if any (Month/Day/Year)	Transaction 5. Code (Instr. 8)		(A) or Disp	e Securities osed of (D)	
							Code V	(A)	(D)	
	None									
]	Page 3				

Tak	ole II Derivative Securities Acquired, Dispose (e.g., puts, calls, warrants, options,		tinued
6. Date Exercisable an Expiration Date (Month/Day/Year)	Amount Derivative Beneficially	Derivative Securities 10.Ownership F y Owned Following Derivative Securities 10.Ownership F Direct (D) or Indirect (I) (Instr. 4)	ecurity: Indirect
Date Expirat Exercisable Date			
Explanation of Resp	onses:		
1) Mr. Steven Myers	, Chairman, President and CEO of SM&A, holds t The right of disposition of the indicated shares is		
	/s/ Irma Y. Eggert, Attorney In Fact March	19, 2003	
	**Signature of Reporting D		

File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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Note: