

MCKEON ROBERT B
Form 4
May 29, 2009

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 *
MCKEON ROBERT B

2. Issuer Name and Ticker or Trading Symbol
DYNCORP INTERNATIONAL INC. [DCP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/27/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O VERITAS CAPITAL MANAGEMENT, 590 MADISON AVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10022

(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. 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)
Class A common stock, par value \$.01 per share	05/27/2009		S ⁽¹⁾	20,000 D	\$ 14.45 <u>(2)</u> 32,076,734	I ⁽³⁾	See Footnote ⁽³⁾
Class A common stock, par value \$.01 per share	05/28/2009		S ⁽¹⁾	20,000 D	\$ 14.27 <u>(4)</u> 32,056,734	I ⁽³⁾	See Footnote ⁽³⁾

Class A common stock, par value \$.01 per share	05/29/2009	S ⁽¹⁾	20,000	D	\$ 14.16 <u>(5)</u>	32,036,734	I ⁽³⁾	See Footnote <u>(3)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKEON ROBERT B C/O VERITAS CAPITAL MANAGEMENT 590 MADISON AVE NEW YORK, NY 10022	X	X		

Signatures

/s/ Robert B.
McKeon

05/29/2009

**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).

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- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on February 13, 2009.

This transaction was executed in multiple trades at prices ranging from \$14.21 to \$14.79. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (3) 31,781,434 shares of Class A common stock (the "Shares"), par value \$.01 per share, of DynCorp International Inc. are held by DIV Holding LLC. DIV Holding LLC has the power to dispose of and the power to vote the Shares, which power may be exercised by its manager, The Veritas Capital Fund II, L.P. Veritas Capital Management II, L.L.C. is the general partner of The Veritas Capital Fund II, L.P. Robert B. McKeon (the "Reporting Person") is the managing member of Veritas Capital Management II, L.L.C. The Reporting Person disclaims beneficial ownership except to the extent of his direct ownership and his indirect pecuniary ownership in DIV Holding LLC.

- (4) This transaction was executed in multiple trades at prices ranging from \$14.00 to \$14.62. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (5) This transaction was executed in multiple trades at prices ranging from \$14.00 to \$14.43. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

Note: 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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