

Jones Timothy
Form 4
March 01, 2011

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Jones Timothy

2. Issuer Name **and** Ticker or Trading
Symbol

GLOBAL DEFENSE
TECHNOLOGY & SYSTEMS, INC.
[GTEC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP AND GENERAL MANAGER

1501 FARM CREDIT
DRIVE, SUITE 2300

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2011

(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

MCLEAN, VA 22102-5011

(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)
			Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option (right to buy) ⁽¹⁾	\$ 16.31	03/01/2011 ⁽²⁾		A		8,000		03/01/2012 ⁽³⁾	03/01/2021	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Jones Timothy 1501 FARM CREDIT DRIVE SUITE 2300 MCLEAN, VA 22102-5011	VP AND GENERAL MANAGER

Signatures

/s/ Lisa Broome 03/01/2011

 **Signature of Date
Reporting Person

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).

On January 5, 2011, in conjunction with the Company's annual equity grants to employees and directors, the Compensation Committee of the GTEC Board tentatively approved the issuance of (1) Company Options to certain executive officers, including the filing person, for the purchase of an aggregate of 39,000 shares of Common Stock and (2) 97,000 restricted shares to certain non-management members of

(1) the GTEC Board and the Company's Chief Executive Officer and Chief Financial Officer. Following the meeting, the Compensation Committee sought additional information, including the market for compensation of Chief Executive Officers and Chief Financial Officers of peer companies, final tables containing the related grant information, and input from other directors. Following receipt of this information, the Compensation Committee formally approved the grants on January 28, 2011.

Pursuant to the terms of the Company's Equity Award Grant Policy, all annual equity grants to the Company's employees and directors

(2) are effective as of the third trading day following the date that the Company releases its annual financial results. As a result, the grant date for these grants was March 1, 2011.

(3) The option vests in four equal, annual installments beginning on the Date Exercisable.

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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