

Rosenkranz Robert B
Form 4
June 07, 2010

FORM 4

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

OMB APPROVAL

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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 *
Rosenkranz 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)
3190 FAIRVIEW PARK DRIVE, SUITE 700
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/04/2010

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

FALLS CHURCH, VA 22042

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |
| Class A Common Stock | | | | | 600 | D | |

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)

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (1) | 06/04/2010 | | A | 1,892 | (1) (2) | Class A Common Stock | 1,892 |
| Performance Units | (3) | | | | | (3) (2) | Class A Common Stock | 17,700 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Rosenkranz Robert B 3190 FAIRVIEW PARK DRIVE SUITE 700 FALLS CHURCH, VA 22042 | | | EVP | |

Signatures

/s/ Robert B. Rosenkranz
06/07/2010

**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).
- The service-based Restricted Stock Units vest in two equal installments--50% on June 4, 2011 and 50% on June 4, 2012. Each
- (1) service-based RSU represents either (i) a contingent right to receive a share of DCP Class A Common Stock or (ii) a cash amount equal to the number of shares received multiplied by the closing price of the stock on the vesting day.
 - (2) Not applicable.
 - (3) Each performance-based Restricted Stock Unit represents either (i) a contingent right to receive a share of DCP Class A Common Stock or (ii) a cash amount equal to the number of shares received multiplied by the closing price of the stock on the vesting day. The RSUs vest upon the Issuer's satisfaction of certain performance criteria for the period commencing on April 4, 2009 (the beginning of Issuer's fiscal year 2010) and ending on March 30, 2012 (the end of the Issuers fiscal year 2012).

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.