

Ballhaus William L
Form 4
July 07, 2010

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 *
Ballhaus William L

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/07/2010

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President & CEO

(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

FALLS CHURCH, VA 22042

(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 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 | 07/07/2010 | | D | 80,850 | D | | |

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

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information contained in this form are not
required to respond unless the form
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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 |
| Restricted Stock Units | (2) | 07/07/2010 | | D | | 125,000 | | (2) | (3) | Class A Common Stock | 125,000 |
| Restricted Stock Units | (4) | 07/07/2010 | | D | | 13,166 | | (4) | (3) | Class A Common Stock | 13,166 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ballhaus William L 3190 FAIRVIEW PARK DRIVE, SUITE 700 FALLS CHURCH, VA 22042 | X | | President & CEO | |

Signatures

/s/ William L.
Ballhaus 07/07/2010

__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).

(1) Disposition pursuant to a merger for cash consideration equal to \$17.55 per share. This transaction is exempt under Rule 16b-3(e).

(2) 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).

(3) Not Applicable.

(4) The service-based Restricted Stock Units vest in two equal installments--50% on June 4, 2011 and 50% on June 4, 2012. Each 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.

(5) Each Restricted Stock Unit outstanding immediately prior to the effective time of the merger was automatically converted into the right to receive \$17.55 per unit in cash, an amount equal to the amount of consideration that would be payable at the effective time of the merger in respect of the number of issuer's common stock issuable upon exchange of each such Restricted Stock Unit. This transaction is exempt under Rule 16b-3(e).

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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