

MCKEON ROBERT B  
Form 4  
June 26, 2009

**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 \*  
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)  
06/24/2009

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)			
			Code	V	Amount	(A) or (D)	Price			
Class A common stock, par value \$.01 per share	06/24/2009		S <sup>(1)</sup>		20,000	D	\$ 16.62 <u>(2)</u>	31,836,734	I <sup>(3)</sup>	See Footnote <sup>(3)</sup>
Class A common stock, par value \$.01 per share	06/25/2009		S <sup>(1)</sup>		20,000	D	\$ 16.21 <u>(4)</u>	31,816,734	I <sup>(3)</sup>	See Footnote <sup>(3)</sup>



## Edgar Filing: MCKEON ROBERT B - Form 4

- (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 \$16.33 to \$16.84. 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) 31,541,434 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 \$15.99 to \$16.43. 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.

- (5) This transaction was executed in multiple trades at prices ranging from \$15.60 to \$16.24. 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.

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.