

Smeraglinolo Anthony
Form 3/A
January 08, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Smeraglinolo Anthony
(Last) (First) (Middle)

3190 FAIRVIEW PARK
DRIVE,Â SUITE 700

(Street)

FALLS
CHURCH,Â VAÂ 22042

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
12/29/2008

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer ____X____ Other
(give title below) (specify below)
President, ISS Division

5. If Amendment, Date Original Filed(Month/Day/Year)
01/02/2009

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

(Instr. 5)

Restricted Stock Units ⁽¹⁾ 12/29/2011 Â ⁽²⁾ Common Stock 35,000 \$ ⁽³⁾ D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smeraglinolo Anthony 3190 FAIRVIEW PARK DRIVE SUITE 700 FALLS CHURCH, VA 22042	Â	Â	Â	President, ISS Division

Signatures

Anthony
Smeraglinolo 01/08/2009

^{**}Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Restricted Stock Units (RSUs) were omitted from original filing and reported incorrectly in first amendment through administrative error.
- (2) Not applicable.
- (3) 17,500 RSUs vest on 12/29/11, subject to reporting person's continued employment on that date. The remaining 17,500 RSUs will vest following the issuer's fiscal year 2011, provided the issuer achieves a specified level of earnings, before interest, taxes, depreciation and amortization, for fiscal year 2011. If not so vested, the RSUs are forfeited. Vested RSUs will be converted into cash or shares of common stock, at the issuer's option, at no cost to the reporting person.

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.