

SMITH LEIGHTON W JR

Form 4

July 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 *
 SMITH LEIGHTON W JR

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)

(Street)
 FALLS CHURCH, VA 22042

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

(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	07/07/2010		D		1,000	D	\$ 17.55 (1)

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)	8. Pr Deriv Secur (Instr		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	07/07/2010		D	1,586	(3)	(4)	Class A Common Stock	1,586	\$ 1 (
Restricted Stock Units	(2)	07/07/2010		D	1,700	(6)	(4)	Class A Common Stock	1,700	\$ 1 (

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SMITH LEIGHTON W JR
3190 FAIRVIEW PARK DRIVE, SUITE 700 X
FALLS CHURCH, VA 22042

Signatures

/s/ Gregory Nixon, as attorney
in fact 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 restricted stock unit represents either (i) a contingent right to receive one 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.

(3) The restricted stock units vest on July 14, 2010. Payment or settlement in shares shall be made on the date that is six months after the Director ceases to serve on the Issuer's Board of Directors.

(4) Not Applicable.

(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).

(6) The restricted stock units vested on July 14, 2009. Payment or settlement in shares shall be made on the date that is six months after the Director ceases to serve on the Issuer's Board of Directors.

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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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