

MCKEON ROBERT B

Form 4

December 02, 2009

**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

OMB  
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(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)  
11/30/2009

☒ 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 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, par value \$.01 per share	11/30/2009		S <sup>(1)</sup>	20,000	D \$ 14.24 <sup>(2)</sup>	21,396,234	I <sup>(3)</sup> See Footnote <sup>(3)</sup>
Class A common stock, par value \$.01 per share	12/02/2009		S <sup>(1)</sup>	20,000	D \$ 14.02 <sup>(4)</sup>	21,376,234	I <sup>(3)</sup> See Footnote <sup>(3)</sup>

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

**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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

MCKEON ROBERT B  
C/O VERITAS CAPITAL MANAGEMENT  
590 MADISON AVE  
NEW YORK, NY 10022

X X

## Signatures

/s/ Robert B.  
McKeon

12/02/2009

\_\_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) 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 \$14.00 to \$14.73. 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) 21,120,934 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,

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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 \$14.00 to \$14.12. 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.

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