

Smeraglinolo Anthony
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 *
Smeraglinolo Anthony

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
____X____ Officer (give title ____ Other (specify
below) below)
President, GSDS Division

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 (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)
				(A) or (D)			
			Code	V	Amount		Price

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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Unit	(1)	07/07/2010	D			35,000	(1)	(2)	Class A Common Stock	35,000
Restricted Stock Units	(3)	07/07/2010	D			3,706	(3)	(2)	Class A Common Stock	3,706
Restricted Stock Units	(5)	07/07/2010	D			35,000	(5)	(2)	Class A Common Stock	35,000

Reporting Owners

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

Signatures

/s/ Anthony
Smeraglinolo 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) 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).

(2) Not Applicable.

(3) 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.

(4) 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).

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50% of the Restricted Stock Units will vest on December 29, 2011 (subject to the Reporting Person's continued employment on that date) and 50% will vest following the Issuer's fiscal year 2011 provided the Issuer achieves a specified level of EBITDA for fiscal year 2011. If

- (5) not so vested, the RSUs will be forfeited. Each 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.

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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