

MCCAFFREY BARRY R
 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 *
 MCCAFFREY BARRY R

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/07/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

FALLS CHURCH, VA 22042

(City) (State) (Zip)

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

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | 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 of Derivative | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Pr Deriv |
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-----------|---|--|-------------|
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-----------|---|--|-------------|

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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 | | |
| Restricted Stock Units | <u>(1)</u> | 07/07/2010 | D | | 1,586 | <u>(2)</u> | <u>(3)</u> | Class A Common Stock | 1,586 | \$ 1 (|
| Restricted Stock Units | <u>(1)</u> | 07/07/2010 | D | | 1,700 | <u>(4)</u> | <u>(3)</u> | Class A Common Stock | 1,700 | \$ 1 (|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCAFFREY BARRY R 3190 FAIRVIEW PARK DRIVE SUITE 700 FALLS CHURCH, VA 22042 | X | | | |

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) 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.
- (2) 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.
- (3) Not Applicable.
- (4) 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.
- (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).

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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