

Jones Timothy
Form 4
April 04, 2011

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 *
Jones Timothy

2. Issuer Name and Ticker or Trading Symbol
SOTERA DEFENSE SOLUTIONS, INC. [GTEC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
1501 FARM CREDIT DRIVE, SUITE 2300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/04/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP AND GENERAL MANAGER

MCLEAN, VA 22102-5011

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 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 | 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 | | |
| Common Stock Option (Right to Buy) | \$ 14.38 | 04/04/2011 | D | | 32,789 | | <u>(1)</u> | 04/30/2019 | Common Stock | 32,789 | | |
| Common Stock Option (Right to Buy) | \$ 13.48 | 04/04/2011 | D | | 20,000 | | <u>(2)</u> | 02/26/2020 | Common Stock | 20,000 | | |
| Common Stock Option (Right to Buy) | \$ 16.31 | 04/04/2011 | D | | 8,000 | | <u>(3)</u> | 03/01/2021 | Common Stock | 8,000 | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jones Timothy 1501 FARM CREDIT DRIVE SUITE 2300 MCLEAN, VA 22102-5011 | | | VP AND GENERAL MANAGER | |

Signatures

| | |
|---|------------|
| /s/ Lisa Broome, Attorney-in-Fact for Timothy Jones | 04/04/2011 |
| **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) Pursuant to the Agreement and Plan of Merger, dated March 2, 2011, between Global Defense Technology & Systems, Inc., Sentinel Acquisition Corporation, and Sentinel Acquisition Holdings Inc. (the "Merger Agreement"), this option, which provided for vesting in four equal annual installments beginning April 30, 2010, was canceled in exchange for a cash payment representing the difference between \$24.25 per share and the exercise price of the option.
- (2)

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Under the Merger Agreement, this option, which provided for vesting in four equal annual installments beginning February 26, 2011, was canceled in exchange for a cash payment representing the difference between \$24.25 per share and the exercise price of the option.

- (3) Under the Merger Agreement, this option, which provided for vesting in four equal annual installments beginning March 1, 2012, was canceled in exchange for a cash payment representing the difference between \$24.25 per share and the exercise price of the option.

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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