

DynCorp International Inc
Form 4
August 09, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
MCKEON ROBERT B

(Last) (First) (Middle)

**C/O VERITAS CAPITAL
MANAGEMENT, 590 MADISON
AVE**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DynCorp International Inc [DCP]

3. Date of Earliest Transaction
(Month/Day/Year)
08/07/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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, par value \$.01 per share | 08/07/2006 | | P ⁽¹⁾ | | 5,300 | A | \$ 10.5 | 32,005,300 | I ⁽²⁾ | Note ⁽²⁾ |
| Class A common stock, par value \$.01 per share | 08/08/2006 | | P ⁽¹⁾ | | 25,000 | A | \$ 10.25 | 32,030,300 | I ⁽²⁾ | Note ⁽²⁾ |
| | 08/08/2006 | | P ⁽¹⁾ | | 25,000 | A | \$ 10.1 | 32,055,300 | I ⁽²⁾ | Note ⁽²⁾ |

Class A
common
stock, par
value \$.01
per share

Class A
common
stock, par
value \$.01
per share

08/08/2006

P⁽¹⁾

25,000

A

\$
10.05

32,080,300

I⁽²⁾

Note ⁽²⁾

Class A
common
stock, par
value \$.01
per share

08/09/2006

P⁽¹⁾

25,000

A

\$ 10.2

32,105,300

I⁽²⁾

Note ⁽²⁾

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 (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

08/09/2006

 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) A total of 105,300 shares of Class A common stock, par value \$.01 per share, ("Shares") of DynCorp International Inc. (the "Company") were purchased directly by Robert B. McKeon (the "Reporting Person").
- 32,000,000 Shares of the Company are held by DIV Holding LLC. The Veritas Capital Fund II, L.P. and its affiliates indirectly own a majority of the Class A membership interests in DIV Holding LLC, a portion of which may be deemed attributable to the Reporting
- (2) Person as the Reporting Person is the managing member of Veritas Capital Management II, L.L.C., the general partner of Veritas Capital Fund II, L.P. The Reporting Person disclaims beneficial ownership except to the extent of his pecuniary interest in Veritas Capital Fund II, L.P. and DIV Holding LLC.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.