DEC TIMOTHY C Form 4 June 08, 2012

FORM 4

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

OMB APPROVAL OMB

Check this box

3235-0287 Number:

if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DEC TIMOTHY C

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

Fortress International Group, Inc.

(Check all applicable)

3. Date of Earliest Transaction

X_ Officer (give title below)

10% Owner Other (specify

(Last) (First) (Middle)

(Month/Day/Year) 06/06/2012

[FIGI.PK]

Chief Financial Officer

C/O FORTRESS INTERNATIONAL GROUP, 7226 LEE DEFOREST DRIVE, SUITE 104

(Street)

4. If Amendment, Date Original

Director

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

COLUMBIA, MD 21046

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

any

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(A) or Code V Amount (D)

Reported Transaction(s) (Instr. 3 and 4)

Price

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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| 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 orDerivative 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) | |
|---|---|---|---|---|---|-----|--|--------------------|---|----------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (Right to Buy) | \$ 0.44 (1) | 06/06/2012(2) | | A | 150,000 | | (3) | 04/30/2022 | Common Stock | 150,00 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DEC TIMOTHY C C/O FORTRESS INTERNATIONAL GROUP 7226 LEE DEFOREST DRIVE, SUITE 104 COLUMBIA, MD 21046

Chief Financial Officer

Signatures

/s/ Timothy C. Dec 06/08/2012

**Signature of Date
Reporting Person

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) Exercise price is equal to the average of the high and low bid prices for the Company's common stock reported daily on the OTCQB marketplace during the 20 trading days following April 30, 2012.
- The option grant was approved by the Company's board of directors on April 30, 2012, subject to stockholder approval of an amendment (2) to the Company's 2006 Omnibus Incentive Compensation Plan to increase the maximum number of shares of common stock that may be issued under that plan. The Company's stockholders approved that amendment on June 6, 2012.
- (3) The option becomes exercisable when the fair market value of the Company's common stock is at least \$3.00 for 20 consecutive business days.

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.

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