

MCKEON ROBERT B
Form 4
February 06, 2008

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCKEON ROBERT B

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)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2008

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

(Street)

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

NEW YORK, NY 10022

(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. Code (Instr. 8)	4. Securities Acquired 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)
Class A common stock, par value \$.01 per share	02/06/2008		P	10,000 A \$ 17.6	32,215,300	I ⁽¹⁾	See Footnote ⁽¹⁾
Class A common stock, par value \$.01 per share	02/06/2008		P	20,000 A \$ 17.62	32,235,300	I ⁽¹⁾	See Footnote ⁽¹⁾

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Class A common stock, par value \$.01 per share	02/06/2008	P	12,000	A	\$ 17.57	32,247,300	I ⁽¹⁾	See Footnote <u>(1)</u>
Class A common stock, par value \$.01 per share	02/06/2008	P	8,000	A	\$ 17.65	32,255,300	I ⁽¹⁾	See Footnote <u>(1)</u>

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

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(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
02/06/2008
Date

**Signature of
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).

32,000,000 shares of Class A common stock, par value \$.01 per share, of DynCorp International Inc. 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
(1) portion of which may be deemed attributable to the Robert B. McKeon (the "Reporting 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.
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