DYNCORP INTERNATIONAL INC.

Form 4

August 07, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * DIV HOLDING LLC

2. Issuer Name and Ticker or Trading

Symbol

DYNCORP INTERNATIONAL

(Check all applicable)

5. Relationship of Reporting Person(s) to

Issuer

INC. [DCP]

08/05/2009

(Month/Day/Year)

Director

Officer (give title below)

X__ 10% Owner Other (specify

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

(First)

(Street)

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

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check Applicable Line)

(Middle)

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

NEW YORK, NY 10022

(City) (State) (Zip)

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

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year) 3. 4. Securities Acquired (A) or TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

7. Nature of Indirect Ownership Form: Direct (D) or Indirect

Beneficial Ownership (Instr. 4)

(A) or Code V Amount

Reported Transaction(s) (Instr. 4)

(Instr. 3 and 4)

Class A common

\$.01 per share

stock, par value

08/05/2009

S 10,000,000 D

(D)

Price

21,180,934

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

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SEC 1474 (9-02)

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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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		;		Secur	rities	(Instr. 5)	Bene
	Derivative			Securities				(Instr.	. 3 and 4)		Owne
	Security			Acquired						Follo	
	•				(A) or						Repo
					Disposed						Trans
				of (D)						(Instr	
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	PD1 - 1	or		
						Exercisable Date	•	Title	Number		
				G 1 17	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DIV HOLDING LLC C/O VERITAS CAPITAL MANAGEMENT 590 MADISON AVENUE NEW YORK, NY 10022

X

Signatures

DIV Holding LLC, By: The Veritas Capital Fund II, L.P., its manager, /s/ Robert B. McKeon

08/07/2009

**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).

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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