

Ballhaus William L
 Form 4
 August 18, 2009

FORM 4

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

OMB APPROVAL

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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 *
 Ballhaus William L

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)

3. Date of Earliest Transaction (Month/Day/Year)
 05/19/2009

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

3190 FAIRVIEW PARK DRIVE, SUITE 700

(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

FALLS CHURCH, VA 22042

(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 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	(D)	Price		
Class A Common Stock	05/19/2009		M		112,500	A	\$ 0 ⁽¹⁾	112,500	D	
Class A Common Stock	05/19/2009		F		15,825	D	\$ ⁽²⁾	13.86	96,675	D

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

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number.

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 Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	
Restricted Stock Units	(1)	05/19/2009		M		100,000	(1)	(3)	Class A Common Stock
Performance Units	(5)	07/02/2009		A		125,000	(5)	(3)	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ballhaus William L 3190 FAIRVIEW PARK DRIVE SUITE 700 FALLS CHURCH, VA 22042	X		President & CEO	

Signatures

/s/ Curtis Schehr, as attorney
in fact 08/18/2009

**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).

- Each Restricted Stock Unit represented either (i) a contingent right to receive a share of DCP Class A Common Stock or (ii) a cash amount equal to the number of shares received multiplied by the closing price of the stock on the vesting day. The RSUs vested upon (i) continued service and (ii) certain Issuer Fiscal Year 2009 performance achievements. The restricted shares granted vest as follows: 37,500 shares vested on 5/19/2009; 37,500 shares will vest on 5/19/2010; and 37,500 shares will vest on 5/19/2011.
- (1) continued service and (ii) certain Issuer Fiscal Year 2009 performance achievements. The restricted shares granted vest as follows: 37,500 shares vested on 5/19/2009; 37,500 shares will vest on 5/19/2010; and 37,500 shares will vest on 5/19/2011.
 - (2) The price is equal to the closing Class A Common Stock price on the date of vesting, May 19, 2009.
 - (3) Not applicable.
 - (4) On September 3, 2008, the Reporting Person received a grant of Restricted Stock Units that vested (i) 50% based on continued employment and (ii) 50% based on the Issuer's Fiscal year 2009 achievement of performance targets established in accordance with the DynCorp International 2007 Omnibus Incentive Plan. The Issuer exceeded the performance targets and the Reporting Person therefore received an additional 12,500 shares of Class A Common Stock in accordance with the terms of the grant.
 - (5)

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Each Performance Unit represents either (i) a contingent right to receive a share of DCP Class A Common Stock or (ii) a cash amount equal to the number of shares received multiplied by the closing price of the stock on the vesting day. The Performance Units vest upon the Issuer's satisfaction of certain performance criteria for the period commencing on April 4, 2009 (the beginning of Issuer's fiscal year 2010) and ending on March 30, 2012 (the end of the Issuer's fiscal year 2012).

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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