

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-05-21** | Period of Report: **2009-05-19**

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### ISSUER

#### **DYNCORP INTERNATIONAL INC.**

CIK: **1338916** | IRS No.: **010824791** | State of Incorporation: **DE** | Fiscal Year End: **0405**  
SIC: **7389** Business services, nec

Mailing Address  
13500 HERITAGE PARKWAY  
FORT WORTH TX 76177

Business Address  
3190 FAIRVIEW PARK DRIVE  
SUITE 700  
FALLS CHURCH VA 22042  
(571) 722-0210

### REPORTING OWNER

#### **DIV HOLDING LLC**

CIK: **1360892** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **001-32869** | Film No.: **09846496**

Mailing Address  
C/O VERITAS CAPITAL  
590 MADISON AVENUE  
NEW YORK NY 10022

Business Address  
C/O VERITAS CAPITAL  
590 MADISON AVENUE  
NEW YORK NY 10022  
212 688-0020

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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**STATEMENT OF CHANGES IN BENEFICIAL  
OWNERSHIP**

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

1. Name and Address of Reporting Person <b>DIV HOLDING LLC</b>			2. Issuer Name and Ticker or Trading Symbol <b>DYNCORP INTERNATIONAL INC.</b> [DCP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title) ____ Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/19/2009</b>					
C/O VERITAS CAPITAL, 590 MADISON AVENUE			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>NEW YORK, NY 10022</b>						6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
(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	(A) or (D)	Price			
Class A Commonstock, par value \$.01 per share	05/19/2009		<u>S</u> (1)		400	D	\$14	31,881,434	D	
Class A Commonstock, par value \$.01 per share	05/20/2009		<u>S</u> (1)		20,000	D	\$14.05 (2)	31,861,434	D	
Class A Commonstock, par value \$.01 per share	05/21/2009		<u>S</u> (1)		20,000	D	\$14.04 (3)	31,841,434	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
						(A) (D)			Title	Amount or Number of Shares			

**Explanation of Responses:**

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on February 13, 2009.
2. This transaction was executed in multiple trades at prices ranging from \$14.00 to \$14.19. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
3. This transaction was executed in multiple trades at prices ranging from \$14.00 to \$14.11. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

**Signatures**

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

05/21/2009

\*\* Signature of Reporting Person

Date

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

\* 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.

**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 Number.**