

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-09-25** | Period of Report: **2009-09-23**

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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

PRUEHER JOSEPH W

CIK: **1182338**
Type: **4** | Act: **34** | File No.: **001-32869** | Film No.: **091088031**

Mailing Address
MERRILL LYNCH
CORPORATE SECRETARY
222 BROADWAY, 17TH
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NEW YORK NY 10038

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 PRUEHER JOSEPH W	2. Issuer Name and Ticker or Trading Symbol DYNCORP INTERNATIONAL INC. [DCP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title) <input type="checkbox"/> Other (specify below)
(Last) (First) (Middle) 3190 FAIRVIEW PARK DRIVE, SUITE 700	3. Date of Earliest Transaction (Month/Day/Year) 09/23/2009	
(Street) FALLS CHURCH, VA 22042	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> 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 Common Stock					3,000	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	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares				
Restricted Stock Units	(1)	09/23/2009		A	1,586	(2) (2)	Class A Common Stock 1,586	\$ 0	1,586	D	
Restricted Stock Units	(1)					(3) (3)	Class A Common Stock 1,700		1,700	D	

Explanation of Responses:

1. Each restricted stock unit represents either (i) a contingent right to receive one 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.
2. The restricted stock units vest on July 14, 2010. Payment or settlement in shares shall be made on the date that is six months after the Director ceases to serve on the Issuer's Board of Directors.
3. The restricted stock units vested on July 14, 2009. Payment or settlement in shares shall be made on the date that is six months after the Director ceases to serve on the Issuer's Board of Directors.

Signatures

/s/ Gregory Nixon, as attorney in fact

** Signature of Reporting Person

09/25/2009

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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Gregory S. Nixon and Lawrence J. Samuelson, acting singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute and amend, for and on behalf of the undersigned in the undersigned's capacity as an executive officer, director, and/or ten percent shareholder of DynCorp International Inc. (the "Company"), Forms 3, 4 and 5, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 or amendment, including the affixing of electronic signatures;
- (3) file such Form 3, 4 or 5 or amendment with the United States Securities and Exchange Commission and any stock exchange or similar authority, including filing by electronic means; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of or legally required by the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

Any previous Power of Attorney relating to the filing of Forms 3, 4 and 5 relating to the Company is hereby revoked.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23rd day of September, 2009.

/s/ Joseph W. Prueher

Signature of Grantor

Joseph W. Prueher

Printed name
