

MCKEON ROBERT B
 Form 3
 May 03, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * MCKEON ROBERT B (Last) (First) (Middle) C/O VERITAS CAPITAL MANAGEMENT, 590 MADISON AVENUE (Street) NEW YORK, NY 10022 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 05/03/2006 | 3. Issuer Name and Ticker or Trading Symbol DynCorp International Inc [DCP] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chairman of the Board | 5. 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 |
|---|--|--|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

Edgar Filing: MCKEON ROBERT B - Form 3

| | | | | | | | |
|--|----------|-------|----------------------------|------------|------------|----------------------------------|------------------|
| | | | | Shares | | or Indirect (1) (Instr. 5) | |
| Class B common stock, par value \$.01 per share | Â (1)(2) | Â (3) | Class A Common Stock | 32,000,000 | \$ (1) (2) | I (1) (2) | See Note (1) (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCKEON ROBERT B C/O VERITAS CAPITAL MANAGEMENT 590 MADISON AVENUE NEW YORK, NY 10022 | Â X | Â X | Â Chairman of the Board | Â |

Signatures

/s/ Robert B.
McKeon

05/03/2006

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) These shares of Class A common stock, par value \$.01 per share, of DynCorp International Inc. (the "Company") are held by DIV Holding LLC ("DIV Holding"). Upon the earlier of the payment in full of the additional special Class B distribution, if any, or the expiration of the underwriters' over-allotment option, pursuant to the initial public offering of the Company, the Class B common stock will automatically convert, on a one-for-one basis into Class A common stock of the Company. The Veritas Capital Fund II, L.P. and its affiliates indirectly own 86% of the Class A membership interests in DIV Holding, a portion of which may be deemed attributable to the Reporting Person because 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 of these shares to the extent such ownership exceeds the Reporting Person's pecuniary interest therein.
- (2) Upon the earlier of the payment in full of the additional special Class B distribution, if any, or the expiration of the underwriters' over-allotment option, pursuant to the initial public offering of the Company, the Class B common stock will automatically convert, on a one-for-one basis into Class A common stock of the Company. Robert B. McKeon, is the managing member of Veritas Capital Management II, L.L.C., and as such may be deemed a beneficial owner of the membership interests owned by Veritas Capital Management II, L.L.C. or voted under the direction of Veritas Capital Management II, L.L.C. Mr. McKeon disclaims this beneficial ownership, except to the extent of his pecuniary interest in the Veritas Capital Fund II, L.P. and DIV Holding LLC.
- (3) The Class B commons stock has no expiration date.

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.