### Edgar Filing: MCKEON ROBERT B - Form 4

MCKEON I Form 4									
January 07, <b>FORN</b>	лл							OMB AF	PPROVAL
	UNITED				NGE C	COMMISSION	OMB Number:	3235-0287	
Check th if no lon subject t Section Form 4 o Form 5	ger o <b>STATEN</b> 16. or	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,							
obligatio may con <i>See</i> Instr 1(b). (Print or Type	ns Section 17( ruction		Utility Hol	ding Con	npany	Act of	1935 or Section	1	
	Address of Reporting ROBERT B	Symbo DYN	suer Name <b>an</b> ol [CORP INT [DCP]			-	5. Relationship of Issuer (Chec	Reporting Pers	
	(First) () FAS CAPITAL MENT, 590 MAI	(Mont 01/05	e of Earliest T h/Day/Year) 5/2010	ransaction			X Director Officer (give below)	title $X_10\%$ below)	6 Owner er (specify
NEW YOR	(Street) K, NY 10022		.mendment, D Month/Day/Yea	-	1		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person	One Reporting Pe	rson
(City)	(State)	(Zip) T	able I - Non-l	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code r) (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed 4 and 5 (A) or	of (D) 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)
Class A common stock, par value \$.01 per share	01/05/2010		Code V S <u>(1)</u>	Amount 20,000	(D) D	Price \$ 14.47 (2)	21,194,334	I ( <u>3)</u>	See Footnote $(3)$
Class A common stock, par value \$.01 per share	01/06/2010		S <u>(1)</u>	20,000	D	\$ 14.51 (4)	21,174,334	I <u>(3)</u>	See Footnote $(3)$

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Class A					
common			\$		See
stock, par 01/07/2010	S <u>(1)</u>	20,000 D	14.53 21,154,334	I (3)	Footnote
value \$.01			(5)		(3)
per share					

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

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 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)	4. Transactio Code (Instr. 8)	5. 6. Date Exercisable a onNumber Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo
				Disposed of (D)						Trans (Instr
				(Instr. 3, 4, and 5)						
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MCKEON ROBERT B C/O VERITAS CAPITAL MANAGEMENT 590 MADISON AVE NEW YORK, NY 10022	Х	Х					
Signatures							
Robert B. McKeon, /s/ Robert B. McKeon	01/07/2010						
**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).

(1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on February 13, 2009.

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This transaction was executed in multiple trades at prices ranging from \$14.39 to \$14.56. The price reported above reflects the weighted(2) 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.

20,899,034 shares of Class A common stock (the "Shares"), par value \$.01 per share, of DynCorp International Inc. are held by DIV Holding LLC. DIV Holding LLC has the power to dispose of and the power to vote the Shares, which power may be exercised by its manager, The Veritas Capital Fund II, L.P. Veritas Capital Management II, L.L.C. is the general partner of The Veritas Capital Fund II,

(3) Initial general particle of the vertices capital value of t

This transaction was executed in multiple trades at prices ranging from \$14.32 to \$14.63. The price reported above reflects the weighted
 (4) 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.

This transaction was executed in multiple trades at prices ranging from \$14.44 to \$14.68. The price reported above reflects the weighted(5) 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.

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.