

DynCorp International Inc
Form 4
August 09, 2006

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCKEON ROBERT B

(Last) (First) (Middle)

**C/O VERITAS CAPITAL
MANAGEMENT, 590 MADISON
AVE**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DynCorp International Inc [DCP]

3. Date of Earliest Transaction
(Month/Day/Year)
08/07/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)
Class A common stock, par value \$.01 per share	08/07/2006		P(1)	5,300 A	\$ 10.5 32,005,300	I (2)	Note (2)
Class A common stock, par value \$.01 per share	08/08/2006		P(1)	25,000 A	\$ 10.25 32,030,300	I (2)	Note (2)
	08/08/2006		P(1)	25,000 A	\$ 10.1 32,055,300	I (2)	Note (2)

Class A
common
stock, par
value \$.01
per share

Class A
common
stock, par
value \$.01
per share

Class A
common
stock, par
value \$.01
per share

08/08/2006

P⁽¹⁾

25,000 A

\$
10.05

32,080,300

I⁽²⁾Note ⁽²⁾

08/09/2006

P⁽¹⁾

25,000 A

\$ 10.2

32,105,300

I⁽²⁾Note ⁽²⁾

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

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(9-02)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)

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

X

X

Reporting Owners

Signatures

/s/ Robert B.
McKeon

08/09/2006

__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) A total of 105,300 shares of Class A common stock, par value \$.01 per share, ("Shares") of DynCorp International Inc. (the "Company") were purchased directly by Robert B. McKeon (the "Reporting Person").

32,000,000 Shares of the Company are held by DIV Holding LLC. The Veritas Capital Fund II, L.P. and its affiliates indirectly own a majority of the Class A membership interests in DIV Holding LLC, a portion of which may be deemed attributable to the Reporting
- (2) Person as 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 except to the extent of his pecuniary interest in Veritas Capital Fund II, L.P. and DIV Holding LLC.

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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