DYNCORP INTERNATIONAL INC.

Reported by

BALLHAUS WILLIAM L

FORM 4/A

(Amended Statement of Changes in Beneficial Ownership)

Filed 11/03/08 for the Period Ending 09/03/08

Address	3190 FAIRVIEW PARK DRIVE, SUITE 700 FALLS CHURCH, VA 22042
Telephone	(972) 871-6723
CIK	0001338916
Symbol	DCP
SIC Code	7389 - Business Services, Not Elsewhere Classified
Industry	Misc. Transportation
Sector	Transportation
Fiscal Year	03/31

http://www.edgar-online.com
© Copyright 2008, EDGAR Online, Inc. All Rights Reserved.
Distribution and use of this document restricted under EDGAR Online, Inc. Terms of Use.

FORM 4

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

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: February 28, 2011
Estimated average burden hours per response... 0.5

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Ballhaus William L	**DYNCORP INTERNATIONAL INC. [DCP]**	__ **X** __ Director _____ 10% Owner
(Last) (First) (Middle) **3190 FAIRVIEW PARK DRIVE, SUITE 700**	3. Date of Earliest Transaction (MM/DD/YYYY) **9/3/2008**	__ **X** __ Officer (give title below) _____ Other (specify below) **President & CEO**
(Street) **FALLS CHURCH, VA 22042** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY) **10/30/2008**	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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) (3)	**9/3/2008**		**A**		**100000**		(1) (3)	(2)	**Common Stock**	**100000**	**$0**	**100000**	**D**	

Explanation of Responses:

(1) There is no cost to exercise the Restricted Stock Units (RSUs). One-sixth of the RSUs vests on each of 5/19/09, 5/19/10, and 5/19/11, subject to reporting person's continued employment. The remaining 1/2 will be earned in accordance with reporting person's achievement of performance targets for fiscal year 2009 established in accordance with the DynCorp International Executive Incentive Plan and, if earned, will vest proportionately on each of 5/19/09, 5/19/10, and 5/19/11, subject to reporting person's continued employment. Any portion not earned or vested will be forfeited.

(2) Not applicable.

(3) Footnote (1) was amended to describe more fully the vesting provisions of the performance-based RSUs.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ballhaus William L **3190 FAIRVIEW PARK DRIVE**	**X**		**President & CEO**	

SUITE 700 **FALLS CHURCH, VA 22042**				

Signatures

William L Ballhaus	**11/3/2008**
** 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 control number.