DYNCORP INTERNATIONAL INC.

Reported by

REAM CHARLES S

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/07/10 for the Period Ending 07/07/10

Address	3190 FAIRVIEW PARK DRIVE SUITE 700 FALLS CHURCH, VA 22042
Telephone	(571) 722-0210
CIK	0001338916
Symbol	DCP
Fiscal Year	03/31

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FORM 4

[X] 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

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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)
REAM CHARLES S	**DYNCORP INTERNATIONAL INC. [DCP]**	__ **X** __ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
(Last) (First) (Middle) **3190 FAIRVIEW PARK DRIVE, SUITE 700**	3. Date of Earliest Transaction (MM/DD/YYYY) **7/7/2010**	
(Street) **FALLS CHURCH, VA 22042** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	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			
Class A Common Stock	**7/7/2010**		**D**		**4000**	**D**	**$17.55** (1)	**0**	**D**	

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	(2)	**7/7/2010**		**D**			**1586**	(3)	(4)	**Class A Common Stock**	**1586**	**$17.55** (5)	**0**	**D**	
Restricted Stock Units	(2)	**7/7/2010**		**D**			**1700**	(6)	(4)	**Class A Common Stock**	**1700**	**$17.55** (5)	**0**	**D**	

Explanation of Responses:

(1) Disposition pursuant to a merger for cash consideration equal to $17.55 per share. This transaction is exempt under Rule 16b-3(e).

(2) 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.

(3) 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.

(4) Not Applicable.

(5) Each Restricted Stock Unit outstanding immediately prior to the effective time of the merger was automatically converted into the right to receive $17.55 per unit in cash, an amount equal to the amount of consideration that would be payable at the effective time of the merger in respect of the number of issuer's common stock issuable upon exchange of each such Restricted Stock Unit. This transaction is

exempt under Rule 16b-3(e).

(6) 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REAM CHARLES S **3190 FAIRVIEW PARK DRIVE, SUITE 700** **FALLS CHURCH, VA 22042**	**X**			

Signatures

/s/ Gregory Nixon, as attorney in fact	**7/7/2010**
** 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.

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