DYNCORP INTERNATIONAL INC.
Form 4/A
November 03, 2008

FORM 4

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

OMB APPROVAL
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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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ballhaus William L

(Last) (First) (Middle)

3190 FAIRVIEW PARK DRIVE, SUITE 700

(Street)

FALLS CHURCH, VA 22042

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
DYNCORP INTERNATIONAL INC. [DCP]

3. Date of Earliest Transaction (Month/Day/Year)
09/03/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
10/30/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & CEO

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. 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)
			Code	V	Amount	(A) or (D)	Price			

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

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1) (3)	09/03/2008		A	100,000		(1)(3)	(2)	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ballhaus William L 3190 FAIRVIEW PARK DRIVE SUITE 700 FALLS CHURCH, VA 22042	X		President & CEO	

Signatures

William L Ballhaus	11/03/2008
**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) 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.

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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