

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|   |         |          |  |  |  |  |  |  |
|---|---------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><b>Schorer Steven T</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>DYNCORP INTERNATIONAL INC. [ DCP ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>President, GPSS Division</b> |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>07/07/2010</b>                    |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person  |  |  |
| <b>3190 FAIRVIEW PARK DRIVE, SUITE 700</b>                          |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                 |  |  |  |  |  |
| (Street)<br><b>FALLS CHURCH VA 22042</b>                            |         |          |  |  |  |  |  |  |
| (City) (State) (Zip)  |         |          |  |  |  |  |  |  |

**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 |   |  |   |

**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 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: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D)    | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Performance Units                          | (1)  | 07/07/2010                           |  | D                              |   |  | 35,000 | (1)  | (2)             | Class A Common Stock  | 35,000                                     | \$17.55 <sup>(4)</sup>   | 0   | D  |       |
| Restricted Stock Units                     | (3)  | 07/07/2010                           |  | D                              |   |  | 3,706  | (3)  | (2)             | Class A Common Stock  | 3,706                                      | \$17.55 <sup>(4)</sup>   | 0   | D  |       |
| Restricted Stock Units                     | (5)  | 07/07/2010                           |  | D                              |   |  | 35,000 | (5)  | (2)             | Class A Common Stock  | 35,000                                     | \$17.55 <sup>(4)</sup>   | 0   | D  |       |

**Explanation of Responses:**

- Each performance-based Restricted Stock Unit represents either (i) a contingent right to receive a 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. The RSUs vest upon the Issuer's satisfaction of certain performance criteria for the period commencing on April 4, 2009 (the beginning of Issuer's fiscal year 2010) and ending on March 30, 2012 (the end of the Issuers fiscal year 2012).
- Not Applicable.
- The service-based Restricted Stock Units vest in two equal installments--50% on June 4, 2011 and 50% on June 4, 2012. Each service-based RSU represents either (i) a contingent right to receive a 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.
- 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).
- The entire amount of Restricted Stock Units will vest on June 26, 2011 provided the Issuer achieves a specified level of EBITDA for fiscal year 2011. If not so vested, the RSUs will be forfeited. Each performance-based Restricted Stock Unit represents either (i) a contingent right to receive a 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.

/s/ Steven T. Schorer                      07/07/2010

\*\* 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.

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 Number.