

DYNCORP INTERNATIONAL INC.
Form 8-K
February 13, 2009

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 13, 2009

DynCorp International Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other Jurisdiction of
Incorporation)

001-32869

(Commission File Number)

01-0824791

(IRS Employer Identification No.)

3190 Fairview Park Drive, Suite 700, Falls Church,

Virginia

(Address of Principal Executive Offices)

22042

(Zip Code)

Registrant's telephone number, including area code: **(571) 722-0210**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On February 13, 2009, DIV Holding LLC (DIV), the majority holder of DynCorp International Inc. s (the Company) common stock entered into a pre-arranged, non-discretionary stock trading plan pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the Plan).

Up to 6,000,000 shares of Class A common stock of the Company held by DIV may be sold pursuant to the Plan, subject to the terms and conditions thereof. The Plan terminates on June 9, 2010, or earlier if other conditions are satisfied.

Any transactions by DIV under the Plan will be reported by DIV on Form 4 filings made with the Securities and Exchange Commission (the SEC) and in any other applicable filings that DIV may be required to make with the SEC.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DynCorp International Inc.

Date: February 13, 2009

/s/ Michael J. Thorne

Michael J. Thorne
Senior Vice President and Chief Financial
Officer