

Hillen John F III
 Form 4
 March 01, 2011

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 *
 Hillen John F III

2. Issuer Name and Ticker or Trading Symbol
 GLOBAL DEFENSE TECHNOLOGY & SYSTEMS, INC. [GTEC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

PRESIDENT & CEO

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2011

1501 FARM CREDIT DRIVE, SUITE 2300

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MCLEAN, VA 22102-5011

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock ⁽¹⁾ | 03/01/2011 ⁽²⁾ | | A | 50,000 ⁽³⁾ | \$ 0 | D | |
| Common Stock | | | | | 4,000 | I | by Hillen Family Trust |

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

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number.

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hillen John F III 1501 FARM CREDIT DRIVE SUITE 2300 MCLEAN, VA 22102-5011 | X | | PRESIDENT & CEO | |

Signatures

/s/ Lisa Broome 03/01/2011
 **Signature of Date
 Reporting Person

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).
- On January 5, 2011, in conjunction with the Company's annual equity grants to employees and directors, the Compensation Committee of the GTEC Board tentatively approved the issuance of (1) Company Options to certain executive officers for the purchase of an aggregate of 39,000 shares of Common Stock and (2) 97,000 restricted shares to certain non-management members of the GTEC Board, the
- (1) Company's Chief Financial Officer and the filing person. Following the meeting, the Compensation Committee sought additional information, including the market for compensation of Chief Executive Officers and Chief Financial Officers of peer companies, final tables containing the related grant information, and input from other directors. Following receipt of this information, the Compensation Committee formally approved the grants on January 28, 2011.

Pursuant to the terms of the Company's Equity Award Grant Policy, all annual equity grants to the Company's employees and directors

(2) are effective as of the third trading day following the date that the Company releases its annual financial results. As a result, the grant date for these grants was March 1, 2011.

(3) Represents restricted shares that vest in three equal, annual installments beginning on the first anniversary of the Transaction Date.

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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