

Hillen John F III
Form 4
April 04, 2011

FORM 4

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

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hillen John F III

2. Issuer Name **and** Ticker or Trading
Symbol

SOTERA DEFENSE SOLUTIONS,
INC. [GTEC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1501 FARM CREDIT
DRIVE, SUITE 2300

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/04/2011

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

PRESIDENT & CEO

MCLEAN, VA 22102-5011

(City) (State) (Zip)

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

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 (1) or (D) Price		
Common Stock	04/04/2011		D		74,000 (1) 24.25	0	D
Common Stock	04/04/2011		D		4,000 (2) 24.25	0	I

By Hillen
Family
Trust

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount o Number o Shares
Common Stock Option (Right to Buy)	\$ 8.54	04/04/2011		D	135,000	<u>(3)</u> 08/18/2018	Common Stock 135,000
Common Stock Option (Right to Buy)	\$ 16.37	04/04/2011		D	50,000	<u>(4)</u> 01/04/2020	Common Stock 50,000

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, Attorney-in-Fact for John Hillen
04/04/2011
 **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).
- Pursuant to the Agreement and Plan of Merger, dated March 2, 2011, between Global Defense Technology & Systems, Inc., Sentinel Acquisition Corporation, and Sentinel Acquisition Holdings Inc. (the "Merger Agreement"), these shares were canceled in exchange for a cash payment of \$24.25 per share.
- (1) Pursuant to the Merger Agreement, these shares were canceled in exchange for a cash payment of \$24.25 per share.
- (2) Under the Merger Agreement, this option, which provided for vesting in four equal annual installments beginning August 18, 2009, was canceled in exchange for a cash payment representing the difference between \$24.25 per share and the exercise price of the option.
- (3)
- (4)

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Under the Merger Agreement, this option, which provided for vesting in four equal annual installments beginning January 4, 2011, was canceled in exchange for a cash payment representing the difference between \$24.25 per share and the exercise price of the option.

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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