

WILSON THOMAS R
Form 4
April 04, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILSON THOMAS R

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)

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

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

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)
				(A) or (D) Code V Amount Price			
Common Stock	04/04/2011		U	(1) 4,831 \$ 24.25	5,564	D	
Common Stock	04/04/2011		D	(2) 5,564 \$ 24.25	0	D	

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

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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)	Amount or Number of Shares
Common Stock Option (Right to Buy)	\$ 6.52	04/04/2011		D	5,009	⁽³⁾ 01/01/2018	Common Stock	5,009
Common Stock Option (Right to Buy)	\$ 13.48	04/04/2011		D	10,000	⁽⁴⁾ 02/26/2020	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON THOMAS R 1501 FARM CREDIT DRIVE SUITE 2300 MCLEAN, VA 22102-5011		X		

Signatures

/s/ Lisa Broome, Attorney-in-Fact for Thomas Wilson

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).
- (1) Represents shares tendered to Sentinel Acquisition Corporation ("Sentinel") pursuant to the Offer to Purchase, dated March 7, 2011.
Represents unvested restricted shares held by the Reporting Person. Pursuant to the Agreement and Plan of Merger, dated March 2, 2011,
- (2) between Global Defense Technology & Systems, Inc., Sentinel, and Sentinel Acquisition Holdings Inc. (the "Merger Agreement"), these shares were canceled in exchange for a cash payment of \$24.25 per share.
- (3) Under the Merger Agreement, this option, which provided for vesting in four equal annual installments beginning January 1, 2009, was canceled in exchange for a cash payment representing the difference between \$24.25 per share and the exercise price of the option.

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- (4) Under the Merger Agreement, this option, which provided for vesting in four equal annual installments beginning February 26, 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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