

Cormier Joseph M.
Form 4
April 04, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Cormier Joseph M.

2. Issuer Name and Ticker or Trading Symbol
SOTERA DEFENSE SOLUTIONS, INC. [GTEC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Executive VP and CFO

(Last) (First) (Middle)
1501 FARM CREDIT DRIVE, SUITE 2300
(Street)

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

MCLEAN, VA 22102

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

(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)	
				(A) or (D)	Price			
Common Stock	04/04/2011		D	V	43,509 (1)	\$ 24.25	0	D
Common Stock	04/04/2011		D		3,500 (2)	\$ 24.25	0	I

By Joanne Mahoney Living 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)	Amount or Number of Shares
Common Stock Option (Right to Buy)	\$ 15.06	04/04/2011		D	50,000	⁽³⁾ 01/25/2020	Common Stock	50,000
Common Stock Option (Right to Buy)	\$ 13.59	04/04/2011		D	50,000	⁽⁴⁾ 10/01/2020	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cormier Joseph M. 1501 FARM CREDIT DRIVE SUITE 2300 MCLEAN, VA 22102			Executive VP and CFO	

Signatures

/s/ Lisa Broome, Attorney-in-Fact for Joseph Cormier

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) Pursuant to the Merger Agreement, these shares were canceled in exchange for a cash payment of \$24.25 per share.

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- (3) Under the Merger Agreement, this option, which provided for vesting in four equal annual installments beginning January 25, 2011, was canceled in exchange for a cash payment representing the difference between \$24.25 per share and the exercise price of the option.
- (4) Under the Merger Agreement, this option, which provided for vesting in four equal annual installments beginning October 1, 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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