

Morton John III
 Form 4
 January 09, 2009

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 *
 Morton John III

2. Issuer Name and Ticker or Trading Symbol
 Fortress International Group, Inc.
 [FIGI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 7226 LEE DEFOREST DRIVE,
 SUITE 203
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/07/2009

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

COLUMBIA, MD 21046

(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 Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock, par value \$0.0001 per share | 01/07/2009 | | A | 40,000 (1) (2) | A | \$ 0 | 78,416 | D |

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

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 (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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (3) | 01/07/2009 | | A | 20,000 | (4) (4) | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Morton John III 7226 LEE DEFOREST DRIVE, SUITE 203 COLUMBIA, MD 21046 | | | | X |

Signatures

/s/ John Morton,
III 01/09/2009

**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) These shares of common stock represent restricted stock awarded pursuant to the Issuer's 2006 Omnibus Incentive Plan and are subject to forfeiture; the restricted stock awarded will vest and become non-forfeitable on February 7, 2009, one month following the date of grant.
- (2) These securities were issued as equity compensation in connection with the appointment of Mr. Morton as chairman of the board of directors of the Issuer.
- (3) Each restricted stock unit represents a right to receive one share of the Issuer's common stock.
- (4) These restricted stock units are subject to restrictions and will vest upon attainment of a \$3.00 per share closing price of the Issuer's common stock, par value \$0.0001 per share, for twenty consecutive trading days, provided that Mr. Morton remains on the board of directors of the Issuer through such vesting date. If the vesting condition is not met on or before January 7, 2011, the second anniversary of the date of grant, no units shall vest and the restricted stock unit awards shall terminate.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.