

MANTECH INTERNATIONAL CORP
 Form 4
 May 30, 2008

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 *
 Coleman Robert A

2. Issuer Name and Ticker or Trading Symbol
 MANTECH INTERNATIONAL CORP [MANT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 12015 LEE JACKSON HIGHWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/28/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & Chief Operating Of

FAIRFAX, VA 22033

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | 05/28/2008 | | M | | 3,000 A \$ 20.97 | 3,000 | D |
| Class A Common Stock | 05/28/2008 | | M | | 20,000 A \$ 19.34 | 23,000 | D |
| Class A Common Stock | 05/28/2008 | | M | | 30,000 A \$ 15.56 | 53,000 | D |
| Class A Common | 05/28/2008 | | M | | 40,000 A \$ 23.95 | 93,000 | D |

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| | | | | | | | |
|----------------------------|------------|---|--------|---|-------------|--------|---|
| Stock | | | | | | | |
| Class A Common Stock | 05/28/2008 | S | 50 | D | \$ 49.07 | 92,950 | D |
| Class A Common Stock | 05/28/2008 | S | 1,000 | D | \$ 49.03 | 91,950 | D |
| Class A Common Stock | 05/28/2008 | S | 15,900 | D | \$ 49 | 76,050 | D |
| Class A Common Stock | 05/28/2008 | S | 3,805 | D | \$ 48.97 | 72,245 | D |
| Class A Common Stock | 05/28/2008 | S | 1,840 | D | \$ 48.96 | 70,405 | D |
| Class A Common Stock | 05/28/2008 | S | 3,375 | D | \$ 48.95 | 67,030 | D |
| Class A Common Stock | 05/28/2008 | S | 1,860 | D | \$ 48.94 | 65,170 | D |
| Class A Common Stock | 05/28/2008 | S | 800 | D | \$ 48.93 | 64,370 | D |
| Class A Common Stock | 05/28/2008 | S | 28,575 | D | \$ 48.92 | 35,795 | D |
| Class A Common Stock | 05/28/2008 | S | 595 | D | \$ 48.91 | 35,200 | D |
| Class A Common Stock | 05/28/2008 | S | 3,300 | D | \$ 48.9 | 31,900 | D |
| Class A Common Stock | 05/28/2008 | S | 100 | D | \$ 48.89 | 31,800 | D |
| Class A Common Stock | 05/28/2008 | S | 1,200 | D | \$ 48.88 | 30,600 | D |
| Class A Common Stock | 05/28/2008 | S | 7,800 | D | \$ 48.87 | 22,800 | D |

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| | | | | | | | |
|----------------------------|------------|---|-------|---|-------------|--------|---|
| Class A Common Stock | 05/28/2008 | S | 2,400 | D | \$ 48.86 | 20,400 | D |
| Class A Common Stock | 05/28/2008 | S | 3,600 | D | \$ 48.85 | 16,800 | D |
| Class A Common Stock | 05/28/2008 | S | 300 | D | \$ 48.84 | 16,500 | D |
| Class A Common Stock | 05/28/2008 | S | 1,100 | D | \$ 48.83 | 15,400 | D |
| Class A Common Stock | 05/28/2008 | S | 2,400 | D | \$ 48.82 | 13,000 | D |

| | | | | | | | | |
|----------------------------|--|--|--|--|--|-----|---|---|
| Class A Common Stock | | | | | | 298 | I | By the ManTech Employee Stock Ownership Plan |
|----------------------------|--|--|--|--|--|-----|---|---|

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 displays a currently valid OMB control number.

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(9-02)

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 or Number of Shares |
| Employee Stock Option (right to buy) | \$ 20.97 | 05/28/2008 | | M | 3,000 | (1) 08/15/2013 | Class A Common Stock | 3,000 | |

| | | | | | | | | |
|--|----------|------------|---|--------|------------|------------|----------------------------|--------|
| Employee Stock Option (right to buy) | \$ 19.34 | 05/28/2008 | M | 20,000 | <u>(2)</u> | 06/23/2014 | Class A Common Stock | 20,000 |
| Employee Stock Option (right to buy) | \$ 15.56 | 05/28/2008 | M | 30,000 | <u>(3)</u> | 09/10/2014 | Class A Common Stock | 30,000 |
| Employee Stock Option (right to buy) | \$ 23.95 | 05/28/2008 | M | 40,000 | <u>(4)</u> | 03/15/2015 | Class A Common Stock | 40,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Coleman Robert A 12015 LEE JACKSON HIGHWAY FAIRFAX, VA 22033 | X | | President & Chief Operating Of | |

Signatures

/s/Michael R. Putnam, by Power of
Attorney

05/30/2008

**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) The options were granted on August 15, 2003, with one-third of the total grant vesting on August 15, 2004, with one-third of the total grant vesting on August 15, 2005, and the remaining one-third vesting on August 15, 2006.
- (2) The options were granted on June 23, 2004, with one-third of the total grant vesting on June 23, 2005, with one-third of the total grant vesting on June 23, 2006, and the remaining one-third vesting on June 23, 2007.
- (3) The options were granted on September 10, 2004, with one-third of the total grant vesting on September 10, 2005, with one-third of the total grant vesting on September 10, 2006, and the remaining one-third vesting on September 10, 2007.
- (4) The options were granted on March 15, 2005, with one-third of the total grant vesting on March 15, 2006, with one-third of the total grant vesting on March 15, 2007, and the remaining one-third vesting on March 15, 2008.

Remarks:

This reporting person is filing two Forms 4, this filing is the first of two.

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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