

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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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 *
 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)

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

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

President & Chief Operating Of

12015 LEE JACKSON HIGHWAY

05/28/2008

(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

FAIRFAX, VA 22033

(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
Class A Common Stock	05/28/2008		M		20,000	A	\$ 19.34
Class A Common Stock	05/28/2008		M		30,000	A	\$ 15.56
Class A Common	05/28/2008		M		40,000	A	\$ 23.95

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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
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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	(2)	06/23/2014	Class A Common Stock	20,000
Employee Stock Option (right to buy)	\$ 15.56	05/28/2008	M	30,000	(3)	09/10/2014	Class A Common Stock	30,000
Employee Stock Option (right to buy)	\$ 23.95	05/28/2008	M	40,000	(4)	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
Date: 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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