

MANTECH INTERNATIONAL CORP  
 Form 4  
 August 13, 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  
  
 (Last) (First) (Middle)  
 12015 LEE JACKSON HIGHWAY  
  
 (Street)  
 FAIRFAX, VA 22033  
  
 (City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 08/11/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President & COO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Class A Common Stock            | 08/11/2008                           |  | M                              |   | 1,500   | A  | \$ 15.56  |
| Class A Common Stock            | 08/11/2008                           |  | S                              |   | 1,500   | D  | \$ 61.4   |
| Class A Common Stock            | 08/12/2008                           |  | M                              |   | 25,500  | A  | \$ 15.56  |
| Class A Common                  | 08/12/2008                           |  | S                              |   | 25,500  | D  | \$ 60.08  |

|                            |            |     |   |  |  |  |   |
|----------------------------|------------|-----|---|--|--|--|---|
| Stock                      | <u>(2)</u> |     |   |  |  |  |   |
| Class A<br>Common<br>Stock |            | 298 | I |  |  |  | By the<br>ManTech<br>Employee<br>Stock<br>Ownership<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |  |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                               |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 15.56   | 08/11/2008                              |   | M                                    | 1,500  | <u>(1)</u> 09/10/2014  | Class A<br>Common<br>Stock  | 1,500                               |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 15.56   | 08/12/2008                              |   | M                                    | 25,500   | <u>(1)</u> 09/10/2014  | Class A<br>Common<br>Stock  | 25,500                              |  |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| Coleman Robert A<br>12015 LEE JACKSON HIGHWAY<br>FAIRFAX, VA 22033 | X             |           | President & COO |       |

## Signatures

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

08/13/2008

\_\_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 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.
- The price in column 4 is a weighted average price. The prices actually received for the sale ranged from \$60.00 to \$60.17. The reporting
- (2) person will provide the issuer, any stockholder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

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.