MANTECH INTERNATIONAL CORP

Form 4

September 04, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31,

2005

0.5

Estimated average

burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Stock

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Phillips Kevin M | | | 2. Issuer Name and Ticker or Trading Symbol MANTECH INTERNATIONAL CORP [MANT] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--|----------|----------|---|---|--|--|--|
| (Last) 12015 LEE JA | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 09/03/2008 | Director 10% Owner X Officer (give title Other (specify below) Executive Vice President & CFO | | | |
| EAIDEAV V | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| FAIRFAX, V | A 22033 | | | Person | | | |

| Í | | | | | | | Person | | |
|--------------------------------------|---|---|---|--|-------|-------------------|--|--|---|
| (City) | (State) | (Zip) Tab | le I - Non-I | Derivative | Secur | ities Acc | quired, Disposed | of, or Benefici | ally 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 Acor(A) or Disposed (Instr. 3, 4 and 5) (A) or Amount (D) | | of (D) | 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) |
| Class A Common Stock | 09/03/2008 | | M | 10,000 | A | \$ 22.5 | 10,000 | D | |
| Class A Common Stock | 09/03/2008 | | S | 10,000 | D | \$ 59.7 (2) | 0 | D | |
| Class A | | | | | | | 280 | ī | By the ManTech Employee |

280

Ι

Stock

Ownership Plan

Edgar Filing: MANTECH INTERNATIONAL CORP - Form 4

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.

SEC 1474 (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. Transactic Code (Instr. 8) | FransactionDerivative Code Securities | | 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) | \$ 22.5 | 09/03/2008 | | M | | 10,000 | <u>(1)</u> | 11/08/2014 | Class A Common Stock | 10,000 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Phillips Kevin M 12015 LEE JACKSON HIGHWAY FAIRFAX, VA 22033

Executive Vice President & CFO

Signatures

/s/Michael R. Putnam, by Power of Attorney 09/04/2008

**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 November 8, 2004, with one-third of the total grant vesting on November 8, 2005, with one-third of the total grant vesting on November 8, 2006, and the remaining one-third vesting on November 8, 2007.
- The price in column 4 is a weighted average price. The prices actually received for the sale ranged from \$59.50 to \$59.92. For all weighted average prices reported in this Form 4, the reporting 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.

Reporting Owners 2

Edgar Filing: MANTECH INTERNATIONAL CORP - Form 4

| 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. |
|---|
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |