

MANTECH INTERNATIONAL CORP
Form 4
May 29, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Fox Joseph R

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 of business unit

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 | | 3,333 | A | \$ 20.45 |
| Class A Common Stock | 05/28/2008 | | M | | 4,000 | A | \$ 30.07 |
| Class A Common Stock | 05/28/2008 | | M | | 10,000 | A | \$ 23.95 |
| Class A Common | 05/28/2008 | | M | | 4,667 | A | \$ 22,000 34.05 |

Stock

Class A
Common Stock 05/28/2008 S 22,000 D \$ 49 0 D

Class A
Common Stock 283 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.

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. 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 20.45 | 05/28/2008 | | M | 3,333 | <u>(1)</u> 02/07/2015 | Class A Common Stock | 3,333 | |
| Employee Stock Option (right to buy) | \$ 30.07 | 05/28/2008 | | M | 4,000 | <u>(2)</u> 03/06/2011 | Class A Common Stock | 4,000 | |
| Employee Stock Option (right to buy) | \$ 23.95 | 05/28/2008 | | M | 10,000 | <u>(3)</u> 03/15/2015 | Class A Common Stock | 10,000 | |
| Employee Stock | \$ 34.05 | 05/28/2008 | | M | 4,667 | <u>(4)</u> 03/15/2012 | Class A Common | 4,667 | |

Option
(right to
buy)

Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fox Joseph R 12015 LEE JACKSON HIGHWAY FAIRFAX, VA 22033 | | | President of business unit | |

Signatures

/s/Michael R. Putnam, by Power of Attorney 05/29/2008

__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 February 7, 2005, with one-third of the total grant vesting on February 7, 2006, with one-third of the total grant vesting on February 7, 2007, and the remaining one-third vesting on February 7, 2008.
 - (2) The options were granted on March 7, 2006, with one-third of the total grant vesting on March 7, 2007, with one-third of the total grant vesting on March 7, 2008, and the remaining one-third vesting on March 7, 2009.
 - (3) 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.
 - (4) The options were granted on March 15, 2007, with one-third of the total grant vesting on March 15, 2008, with one-third of the total grant vesting on March 15, 2009, and the remaining one-third vesting on March 15, 2010

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.