MANTECH INTERNATIONAL CORP

Form 4 May 30, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **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).

(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]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 05/28/2008

12015 LEE JACKSON HIGHWAY (Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

X Director 10% Owner _X__ Officer (give title _ Other (specify

below) President & Chief Operating Of

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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. Transactio Code (Instr. 8)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	(D)	Price	(Instr. 3 and 4)					
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.

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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)	TransactionDerivative 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)	\$ 20.97	05/28/2008		M		3,000	<u>(1)</u>	08/15/2013	Class A Common Stock	3,000

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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	<u>(4)</u>	03/15/2015	Class A Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships								
Treporting O when I turney i turn too	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

**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. 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.

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