MANTECH INTERNATIONAL CORP
Form 4
May 16, 2008

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
PEDERSEN GEORGE J

(Last) (First) (Middle)

12015 LEE JACKSON HIGHWAY

(Street)

FAIRFAX, VA 22033-3300

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman of the Board & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	05/15/2008		S[(1)]		1,900	D	$ 45.46	148,100	D	
Class A Common Stock	05/15/2008		S		1,565	D	$ 45.65	146,535	D	
Class A Common Stock	05/15/2008		S		1,235	D	$ 45.66	145,300	D	
Class A Common	05/15/2008		S		300	D	$ 45.67	145,000	D	

Stock							
Class A Common Stock	05/15/2008	S	100	D	$ 45.68	144,900	D
Class A Common Stock	05/15/2008	S	300	D	$ 45.72	144,600	D
Class A Common Stock	05/15/2008	S	169	D	$ 45.73	144,431	D
Class A Common Stock	05/15/2008	S	100	D	$ 45.74	144,331	D
Class A Common Stock	05/15/2008	S	100	D	$ 45.76	144,231	D
Class A Common Stock	05/15/2008	S	1,100	D	$ 45.77	143,131	D
Class A Common Stock	05/15/2008	S	300	D	$ 45.79	142,831	D
Class A Common Stock	05/15/2008	S	200	D	$ 45.8	142,631	D
Class A Common Stock	05/15/2008	S	1,348	D	$ 45.81	141,283	D
Class A Common Stock	05/15/2008	S	1,871	D	$ 45.82	139,412	D
Class A Common Stock	05/15/2008	S	1,800	D	$ 45.83	137,612	D
Class A Common Stock	05/15/2008	S	3,383	D	$ 45.84	134,229	D
Class A Common Stock	05/15/2008	S	600	D	$ 45.85	133,629	D
Class A Common Stock	05/15/2008	S	2,329	D	$ 45.86	131,300	D

Class A Common Stock	05/15/2008		S	1,087	D	$ 45.87	130,213	D
Class A Common Stock	05/15/2008		S	1,500	D	$ 45.88	128,713	D
Class A Common Stock	05/15/2008		S	2,100	D	$ 45.89	126,613	D
Class A Common Stock	05/15/2008		S	2,100	D	$ 45.9	124,513	D
Class A Common Stock	05/15/2008		S	300	D	$ 45.92	124,213	D
Class A Common Stock	05/15/2008		S	600	D	$ 45.94	123,613	D
Class A Common Stock	05/15/2008		S	213	D	$ 45.96	123,400	D
Class A Common Stock	05/15/2008		S	200	D	$ 45.98	123,200	D
Class A Common Stock	05/15/2008		S	100	D	$ 46.03	123,100	D
Class A Common Stock	05/15/2008		S	600	D	$ 46.09	122,500	D
Class A Common Stock	05/15/2008		S	2,500	D	$ 46.89	120,000	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Nu Deriv Secur

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				Securities (Instr. 3 and 4)			(Instr. 5)	Bene Owne Follo Repo Trans (Instr
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEDERSEN GEORGE J 12015 LEE JACKSON HIGHWAY FAIRFAX, VA 22033-3300	X	X	Chairman of the Board & CEO	

Signatures

/s/Michael R. Putnam, by Power of Attorney	05/16/2008
**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) All of the sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 29, 2007.

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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