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MANTECH INTERNATIONAL CORP

Form 4

December 03, 2007

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

OMB APPROVAL OMB

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_X__ 10% Owner

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations

may continue.

See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

1(b).

(Last)

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

(First)

12015 LEE JACKSON HIGHWAY

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MANTECH INTERNATIONAL CORP [MANT]

(Check all applicable)

(Middle)

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

___ Other (specify _X__ Officer (give title _ below)

X Director

11/30/2007

Chairman of the Board & CEO

(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

Person

FAIRFAX, VA 22033-3300

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative Se	curitie	es Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4	osed o	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 (1)	11/30/2007		C	101,240	A	<u>(2)</u>	101,240	D	
Class A Common Stock (1)	11/30/2007		G V	101,240	D	\$0	0	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 (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)	5. Number of ctionDerivative Securities 8) 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock (1)	(2)	11/30/2007		C		101,240	(2)	(2)	Class A Common Stock	101,240

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

Common Stock.

/s/Michael R. Putnam, by Power of Attorney 12/03/2007

**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) On November 30, 2007 Mr. Pedersen coverted 101,240 shares of Class B Common Stock to Class A Common Stock and gifted those shares to charity.
- The Class B Common Stock is convertible into Class A Common Stock at any time on a one-for-one basis, and has no expiration date. On (2) November 30, 2007, Mr. Pedersen converted a total of 101,240 shares of his Class B Common Stock to 101,240 shares of Class A
- 14,217,228 shares of Class B Common Stock are held in the name of George J. Pedersen; 61,417 shares of Class B Common Stock are
 (3) held by the ManTech Special Assistance Fund, Inc., a fund over which Mr. Pedersen has voting and investment control and as to which Mr. Pedersen disclaims beneficial ownership; and 1,168 shares of Class B Common Stock are held by Mr. Pedersen's spouse.

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.

Reporting Owners 2