Phillips Kevin M Form 4 March 05, 2008

## FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16 of the Public Util 30(h) of the Inv

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)

FAIRFAX, VA 22033

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading Symbol MANTECH INTERNATIONAL CORP [MANT]

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

(Month/Day/Year) 12015 LEE JACKSON HIGHWAY 03/03/2008

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

**OMB** 

Number:

Expires:

response...

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**OMB APPROVAL** 

3235-0287

January 31,

2005

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5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner \_\_\_\_ Slow) Director \_\_\_\_ Other (specify below)

below) below)

Executive Vice President & CFO

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person \_\_\_ Form filed by More than One Reporting

Person

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	e Secu	rities Acc	quired, Disposed	of, or Benefic	ially 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)	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)
Class A			Code V	Amount	,	Price \$	(Instr. 3 and 4)		
Common Stock	03/03/2008		S	100	D	43.22	2,712	D	
Class A Common Stock	03/03/2008		S	100	D	\$ 43.2	2,612	D	
Class A Common Stock	03/03/2008		S	300	D	\$ 43.19	2,312	D	
Class A Common	03/03/2008		S	100	D	\$ 43.17	2,212	D	

Stock								
Class A Common Stock	03/03/2008	S	300	D	\$ 43.16	1,912	D	
Class A Common Stock	03/03/2008	S	300	D	\$ 43.15	1,612	D	
Class A Common Stock	03/03/2008	S	200	D	\$ 43.14	1,412	D	
Class A Common Stock	03/03/2008	S	200	D	\$ 43.11	1,212	D	
Class A Common Stock	03/03/2008	S	830	D	\$ 43.1	382	D	
Class A Common Stock	03/03/2008	S	200	D	\$ 43.09	182	D	
Class A Common Stock	03/03/2008	S	182	D	\$ 43.06	0	D	
Class A Common Stock						280	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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise	•	any	Code	of	(Month/Day/Year)	Underlying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				

#### Edgar Filing: Phillips Kevin M - Form 4

4, and 5)

Date Expiration Exercisable Date

Code V (A) (D)

Amount or Number of Shares

#### **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 03/05/2008

\*\*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).

#### **Remarks:**

This reporting person is filing two Forms 4, this is the second 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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