MANTECH INTERNATIONAL CORP

Form 4 June 03, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per 0.5

response...

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

Form 5 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

(Print or Type Responses)

1(b).

(Last)

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

2. Issuer Name and Ticker or Trading

Symbol

MANTECH INTERNATIONAL

5. Relationship of Reporting Person(s) to Issuer

CORP [MANT]

3. Date of Earliest Transaction

X Director X__ 10% Owner _X__ Officer (give title

(Check all applicable)

below)

__ Other (specify

12015 LEE JACKSON HIGHWAY 06/02/2008

(Middle)

(First)

(Street)

(Month/Day/Year)

Chairman of the Board & CEO 6. Individual or Joint/Group Filing(Check

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

FAIRFAX, VA 22033-3300

(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)			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)			
C1 4			Code V	Amount	(D)	Price	(msu. 3 and 4)				
Class A Common Stock	06/02/2008		S <u>(1)</u>	1,337	D	\$ 49.53	118,663	D			
Class A Common Stock	06/02/2008		S	200	D	\$ 49.54	118,463	D			
Class A Common Stock	06/02/2008		S	200	D	\$ 49.55	118,263	D			
Class A Common	06/02/2008		S	100	D	\$ 49.6	118,163	D			

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Class A Common Stock	06/02/2008	S	314	D	\$ 49.86	101,959	D
Class A Common Stock	06/02/2008	S	400	D	\$ 49.91	101,559	D

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.

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transac Code (Instr. 8	5. etionNumber of Securiti Acquire (A) or Dispose of (D) (Instr. 3 4, and 5	(Month/Day, ve es d	ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V (A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Relationshine

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 06/03/2008

**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).

Reporting Owners 3

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(1) All of the sales reported on this Form 4 were effective pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 29, 2007.

Remarks:

This reporting person is filing two Forms 4; this 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.