

Phillips Kevin M
Form 4
March 05, 2008

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Phillips Kevin M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
12015 LEE JACKSON HIGHWAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/03/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President & CFO

FAIRFAX, VA 22033

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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. 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	03/03/2008		M		15,000	A	\$ 20.97
Class A Common Stock	03/03/2008		M		25,000	A	\$ 19.82
Class A Common Stock	03/03/2008		S		600	D	\$ 44.01
Class A Common	03/03/2008		S		12,000	D	\$ 44
					27,400		

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Stock							
Class A Common Stock	03/03/2008	S	400	D	\$ 43.97	27,000	D
Class A Common Stock	03/03/2008	S	1,400	D	\$ 43.96	25,600	D
Class A Common Stock	03/03/2008	S	9,689	D	\$ 43.95	15,911	D
Class A Common Stock	03/03/2008	S	5,511	D	\$ 43.94	10,400	D
Class A Common Stock	03/03/2008	S	1,400	D	\$ 43.93	9,000	D
Class A Common Stock	03/03/2008	S	1,000	D	\$ 43.9	8,000	D
Class A Common Stock	03/03/2008	S	600	D	\$ 43.86	7,400	D
Class A Common Stock	03/03/2008	S	500	D	\$ 43.85	6,900	D
Class A Common Stock	03/03/2008	S	100	D	\$ 43.81	6,800	D
Class A Common Stock	03/03/2008	S	400	D	\$ 43.8	6,400	D
Class A Common Stock	03/03/2008	S	200	D	\$ 43.73	6,200	D
Class A Common Stock	03/03/2008	S	1,200	D	\$ 43.7	5,000	D
Class A Common Stock	03/03/2008	S	1,695	D	\$ 43.5	3,305	D
Class A Common Stock	03/03/2008	S	193	D	\$ 43.25	3,112	D

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Class A
Common Stock 03/03/2008 S 300 D \$ 43.23 2,812 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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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities 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
Employee Stock Option (right to buy)	\$ 20.97	03/03/2008		M	15,000	⁽¹⁾ 08/15/2013	Class A Common Stock 15,000
Employee Stock Option (right to buy)	\$ 19.82	03/03/2008		M	25,000	⁽²⁾ 10/24/2014	Class A Common Stock 25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Phillips Kevin M 12015 LEE JACKSON HIGHWAY			Executive Vice President & CFO	

FAIRFAX, VA 22033

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).
- (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 October 25, 2004, with one-third of the total grant vesting on October 25, 2005, with one-third of the total grant vesting on October 25, 2006, and the remaining one-third vesting on October 25, 2007.

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.

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