

MANTECH INTERNATIONAL CORP  
 Form 4  
 May 29, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Fox Joseph R

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)  
 05/28/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President of business unit

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	05/28/2008		M		3,333	A	\$ 20.45
Class A Common Stock	05/28/2008		M		4,000	A	\$ 30.07
Class A Common Stock	05/28/2008		M		10,000	A	\$ 23.95
Class A Common	05/28/2008		M		4,667	A	\$ 22,000 34.05

Stock

Class A

Common 05/28/2008

S 22,000 D \$ 49 0 D

Stock

Class A  
Common  
Stock

283 I

By the  
ManTech  
Employee  
Stock  
Ownership  
Plan

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.**

SEC 1474  
(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)	\$ 20.45	05/28/2008		M	3,333	<sup>(1)</sup> 02/07/2015	Class A Common Stock 3,333
Employee Stock Option (right to buy)	\$ 30.07	05/28/2008		M	4,000	<sup>(2)</sup> 03/06/2011	Class A Common Stock 4,000
Employee Stock Option (right to buy)	\$ 23.95	05/28/2008		M	10,000	<sup>(3)</sup> 03/15/2015	Class A Common Stock 10,000
Employee Stock	\$ 34.05	05/28/2008		M	4,667	<sup>(4)</sup> 03/15/2012	Class A Common 4,667

Option  
(right to  
buy)

Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fox Joseph R 12015 LEE JACKSON HIGHWAY FAIRFAX, VA 22033			President of business unit	

## Signatures

/s/Michael R. Putnam, by Power of Attorney 05/29/2008

\_\_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 February 7, 2005, with one-third of the total grant vesting on February 7, 2006, with one-third of the total grant vesting on February 7, 2007, and the remaining one-third vesting on February 7, 2008.
  - (2) The options were granted on March 7, 2006, with one-third of the total grant vesting on March 7, 2007, with one-third of the total grant vesting on March 7, 2008, and the remaining one-third vesting on March 7, 2009.
  - (3) The options were granted on March 15, 2005, with one-third of the total grant vesting on March 15, 2006, with one-third of the total grant vesting on March 15, 2007, and the remaining one-third vesting on March 15, 2008.
  - (4) The options were granted on March 15, 2007, with one-third of the total grant vesting on March 15, 2008, with one-third of the total grant vesting on March 15, 2009, and the remaining one-third vesting on March 15, 2010

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.