CAMPBELL BARRY G

Form 4

December 03, 2008

FORM 4

Check this box

if no longer

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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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

1(b).

(Print or Type Responses)

1. Name and Add CAMPBELL	•	_	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			MANTECH INTERNATIONAL CORP [MANT]	(Check all applicable)			
(Last) 12015 LEE JA	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/01/2008	_X_ Director 10% Owner Officer (give title below) Other (specification)			
FAIRFAX, V	(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			
(City)	(State)	(Zip)	Table I. Non Dominative Committee A	Person			

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Securi	ities 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. Securit or(A) or Di (Instr. 3,	sposed	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	n 12/01/2008		M		A	¢	7,000	D	
Class A Common Stock	n 12/01/2008		M	5,000	A	\$ 20.97	12,000	D	
Class A Common Stock	n 12/01/2008		M	5,000	A	\$ 19.82	17,000	D	
Class A Commor	12/01/2008		M	5,000	A	\$ 28.42	22,000	D	

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Class A Common Stock	12/01/2008	M	3,333	A	\$ 32.25	25,333	D
Class A Common Stock	12/01/2008	M	2,500	A	\$ 35.72	27,833	D
Class A Common Stock	12/01/2008	S	27,833	D	\$ 54.96 (7)	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transactic Code (Instr. 8)	5. Number conf 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)	\$ 19.52	12/01/2008		M	7,000	<u>(1)</u>	01/14/2013	Class A Common Stock	7,000
Employee Stock Option (right to buy)	\$ 20.97	12/01/2008		M	5,000	(2)	08/15/2013	Class A Common Stock	5,000
Employee Stock Option (right to buy)	\$ 19.82	12/01/2008		M	5,000	(3)	10/25/2014	Class A Common Stock	5,000

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Employee Stock Option (right to buy)	\$ 28.42	12/01/2008	M	5,000	<u>(4)</u>	06/08/2015	Class A Common Stock	5,000
Employee Stock Option (right to buy)	\$ 32.25	12/01/2008	M	3,333	<u>(5)</u>	06/06/2006	Class A Common Stock	3,333
Employee Stock Option (right to buy)	\$ 35.72	12/01/2008	M	2,500	<u>(6)</u>	08/06/2012	Class A Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships							
. 9	Director	10% Owner	Officer	Other				
CAMPBELL BARRY G 12015 LEE JACKSON HIGHWAY FAIRFAX, VA 22033	X							

Signatures

/s/ Michael R. Putnam, by Power of Attorney 12/03/2008

**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).
- (1) The options were granted on January 14, 2003, with one-third of the total grant vesting on January 14, 2004, with one-third of the total grant vesting on January 14, 2005, and the remaining one-third vesting on January 14, 2006.
- (2) 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, 2004, with one-third of the total grant vesting on August 15, 2006.
- 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.
- (4) The options were granted on June 8, 2005, with one-third of the total grant vesting on June 8, 2006, with one-third of the total grant vesting on June 8, 2007, and the remaining one-third vesting on June 8, 2008.
- (5) The options were granted on June 6, 2006, with one-third of the total grant vesting on June 6, 2007, with one-third of the total grant vesting on June 6, 2008, and the remaining one-third vesting on June 6, 2009.
- The options were granted on August 6, 2007, with one-third of the total grant vesting on August 6, 2008, with one-third of the total grant vesting on August 6, 2009, and the remaining one-third vesting on August 6, 2010.
- The price in column 4 is a weighted average price. The prices actually received for the sale ranged from \$54.61 to \$55.12. For all weighted average prices reported in this Form 4, the reporting person will provide the issuer, any stockholder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

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