

PEDERSEN GEORGE J
 Form 4
 May 09, 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 *
PEDERSEN GEORGE J

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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

Chairman of the Board & CEO

12015 LEE JACKSON HIGHWAY

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

(Street)

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. 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	05/07/2008		C		180,000	D	
Class A Common Stock	05/07/2008		S ⁽¹⁾		\$ 46.18	D	
Class A Common Stock	05/07/2008		S		\$ 46.22	D	
Class A Common	05/07/2008		S		\$ 46.3	D	

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Stock							
Class A Common Stock	05/07/2008	S	820	D	\$ 46.33	178,220	D
Class A Common Stock	05/07/2008	S	200	D	\$ 46.34	178,020	D
Class A Common Stock	05/07/2008	S	180	D	\$ 46.39	177,840	D
Class A Common Stock	05/07/2008	S	302	D	\$ 46.42	177,538	D
Class A Common Stock	05/07/2008	S	200	D	\$ 46.43	177,338	D
Class A Common Stock	05/07/2008	S	100	D	\$ 46.46	177,238	D
Class A Common Stock	05/07/2008	S	138	D	\$ 46.5	177,100	D
Class A Common Stock	05/07/2008	S	500	D	\$ 46.52	176,600	D
Class A Common Stock	05/07/2008	S	400	D	\$ 46.54	176,200	D
Class A Common Stock	05/07/2008	S	200	D	\$ 46.55	176,000	D
Class A Common Stock	05/07/2008	S	400	D	\$ 46.56	175,600	D
Class A Common Stock	05/07/2008	S	100	D	\$ 46.61	175,500	D
Class A Common Stock	05/07/2008	S	300	D	\$ 46.62	175,200	D
Class A Common Stock	05/07/2008	S	400	D	\$ 46.64	174,800	D

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Class A Common Stock	05/07/2008		S	100	D	\$ 46.7	174,700	D
Class A Common Stock	05/07/2008		S	200	D	\$ 46.72	174,500	D
Class A Common Stock	05/07/2008		S	100	D	\$ 46.84	174,400	D
Class A Common Stock	05/07/2008		S	100	D	\$ 46.88	174,300	D
Class A Common Stock	05/07/2008		S	1,000	D	\$ 46.89	173,300	D
Class A Common Stock	05/07/2008		S	700	D	\$ 46.9	172,600	D
Class A Common Stock	05/07/2008		S	2,700	D	\$ 46.91	169,900	D
Class A Common Stock	05/07/2008		S	1,200	D	\$ 46.92	168,700	D
Class A Common Stock	05/07/2008		S	500	D	\$ 46.94	168,200	D

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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title

Class B Common Stock	(2)	05/07/2008	C	180,000	(2)	(2)	Class A Common Stock	180,000
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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

05/09/2008

__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) All of the sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 29, 2007.
- The Class B Common Stock is converted into Class A Common Stock at any time on a one-for-one basis, and has no expiration date. On
- (2) May 7, 2008, Mr. Pedersen converted a total of 180,000 shares of his Class B Common Stock to 180,000 shares of his Class A Common Stock.
- 13,902,760 shares of Class B Common Stock are held in the name of George J. Pedersen; 60,417 shares of Class B Common Stock are
- (3) held by the ManTech Special Assistance Fund, a fund over which Mr. Pedersen has voting and investment control and as to which Mr. Pedersen disclaims beneficial ownership; and 1,168 shares of Class B Common Stock are held by Mr. Pedersen's spouse.

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. 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.