

MANTECH INTERNATIONAL CORP
 Form 4
 May 30, 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 *
 Coleman Robert A

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 & Chief Operating Of

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		3,000 A \$ 20.97	3,000	D
Class A Common Stock	05/28/2008		M		20,000 A \$ 19.34	23,000	D
Class A Common Stock	05/28/2008		M		30,000 A \$ 15.56	53,000	D
Class A Common	05/28/2008		M		40,000 A \$ 23.95	93,000	D

Edgar Filing: MANTECH INTERNATIONAL CORP - Form 4

Stock

Class A Common Stock	05/28/2008	S	50	D	\$ 49.07	92,950	D
Class A Common Stock	05/28/2008	S	1,000	D	\$ 49.03	91,950	D
Class A Common Stock	05/28/2008	S	15,900	D	\$ 49	76,050	D
Class A Common Stock	05/28/2008	S	3,805	D	\$ 48.97	72,245	D
Class A Common Stock	05/28/2008	S	1,840	D	\$ 48.96	70,405	D
Class A Common Stock	05/28/2008	S	3,375	D	\$ 48.95	67,030	D
Class A Common Stock	05/28/2008	S	1,860	D	\$ 48.94	65,170	D
Class A Common Stock	05/28/2008	S	800	D	\$ 48.93	64,370	D
Class A Common Stock	05/28/2008	S	28,575	D	\$ 48.92	35,795	D
Class A Common Stock	05/28/2008	S	595	D	\$ 48.91	35,200	D
Class A Common Stock	05/28/2008	S	3,300	D	\$ 48.9	31,900	D
Class A Common Stock	05/28/2008	S	100	D	\$ 48.89	31,800	D
Class A Common Stock	05/28/2008	S	1,200	D	\$ 48.88	30,600	D
Class A Common Stock	05/28/2008	S	7,800	D	\$ 48.87	22,800	D

Edgar Filing: MANTECH INTERNATIONAL CORP - Form 4

Class A Common Stock	05/28/2008	S	2,400	D	\$ 48.86	20,400	D
Class A Common Stock	05/28/2008	S	3,600	D	\$ 48.85	16,800	D
Class A Common Stock	05/28/2008	S	300	D	\$ 48.84	16,500	D
Class A Common Stock	05/28/2008	S	1,100	D	\$ 48.83	15,400	D
Class A Common Stock	05/28/2008	S	2,400	D	\$ 48.82	13,000	D

Class A Common Stock						298	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)	\$ 20.97	05/28/2008		M	3,000	(1)	08/15/2013	Class A Common Stock	3,000

