

MANTECH INTERNATIONAL CORP  
Form 4  
June 17, 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 \*  
**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**  
(Street)

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

**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 (A) or (D) Price   |  |                                   |
| Class A Common Stock            | 06/16/2008                           |  | S <sup>(1)</sup>               |   | 1,100 D \$ 50.72  | 80,388   | D                                 |
| Class A Common Stock            | 06/16/2008                           |  | S                              |   | 100 D \$ 50.73  | 80,288   | D                                 |
| Class A Common Stock            | 06/16/2008                           |  | S                              |   | 100 D \$ 50.74  | 80,188   | D                                 |
| Class A Common                  | 06/16/2008                           |  | S                              |   | 800 D \$ 50.75  | 79,388   | D                                 |

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|                            |            |   |       |   |             |        |   |
|----------------------------|------------|---|-------|---|-------------|--------|---|
| Stock                      |            |   |       |   |             |        |   |
| Class A<br>Common<br>Stock | 06/16/2008 | S | 700   | D | \$<br>50.76 | 78,688 | D |
| Class A<br>Common<br>Stock | 06/16/2008 | S | 985   | D | \$<br>50.77 | 77,703 | D |
| Class A<br>Common<br>Stock | 06/16/2008 | S | 400   | D | \$<br>50.78 | 77,303 | D |
| Class A<br>Common<br>Stock | 06/16/2008 | S | 400   | D | \$<br>50.79 | 76,903 | D |
| Class A<br>Common<br>Stock | 06/16/2008 | S | 1,100 | D | \$ 50.8     | 75,803 | D |
| Class A<br>Common<br>Stock | 06/16/2008 | S | 802   | D | \$<br>50.81 | 75,001 | D |
| Class A<br>Common<br>Stock | 06/16/2008 | S | 2,900 | D | \$<br>50.82 | 72,101 | D |
| Class A<br>Common<br>Stock | 06/16/2008 | S | 1,000 | D | \$<br>50.83 | 71,101 | D |
| Class A<br>Common<br>Stock | 06/16/2008 | S | 800   | D | \$<br>50.84 | 70,301 | D |
| Class A<br>Common<br>Stock | 06/16/2008 | S | 4,605 | D | \$<br>50.85 | 65,696 | D |
| Class A<br>Common<br>Stock | 06/16/2008 | S | 1,000 | D | \$<br>50.86 | 64,696 | D |
| Class A<br>Common<br>Stock | 06/16/2008 | S | 1,200 | D | \$<br>50.87 | 63,496 | D |
| Class A<br>Common<br>Stock | 06/16/2008 | S | 1,000 | D | \$<br>50.88 | 62,496 | D |
| Class A<br>Common<br>Stock | 06/16/2008 | S | 595   | D | \$<br>50.89 | 61,901 | D |

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|                            |            |  |   |     |   |          |        |   |
|----------------------------|------------|--|---|-----|---|----------|--------|---|
| Class A<br>Common<br>Stock | 06/16/2008 |  | S | 400 | D | \$ 50.9  | 61,501 | D |
| Class A<br>Common<br>Stock | 06/16/2008 |  | S | 200 | D | \$ 50.91 | 61,301 | D |
| Class A<br>Common<br>Stock | 06/16/2008 |  | S | 100 | D | \$ 50.92 | 61,201 | D |
| Class A<br>Common<br>Stock | 06/16/2008 |  | S | 200 | D | \$ 50.93 | 61,001 | D |
| Class A<br>Common<br>Stock | 06/16/2008 |  | S | 300 | D | \$ 50.94 | 60,701 | D |
| Class A<br>Common<br>Stock | 06/16/2008 |  | S | 103 | D | \$ 50.95 | 60,598 | D |
| Class A<br>Common<br>Stock | 06/16/2008 |  | S | 171 | D | \$ 50.97 | 60,427 | D |
| Class A<br>Common<br>Stock | 06/16/2008 |  | S | 27  | D | \$ 51    | 60,400 | D |
| Class A<br>Common<br>Stock | 06/16/2008 |  | S | 300 | D | \$ 51.05 | 60,100 | D |
| Class A<br>Common<br>Stock | 06/16/2008 |  | S | 100 | D | \$ 51.09 | 60,000 | D |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo |
|---|--|---|---|--------------------------------------|---|--|---|---|---|
|---|--|---|---|--------------------------------------|---|--|---|---|---|

Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Trans  
(Instr

| Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| PEDERSEN GEORGE J<br>12015 LEE JACKSON HIGHWAY<br>FAIRFAX, VA 22033-3300 | X             | X         | Chairman of the Board & CEO |       |

## Signatures

/s/Michael R. Putnam, by Power of  
Attorney 06/17/2008

\_\_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.

### Remarks:

This reporting person is filing two Forms 4, this is the second 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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