

PEDERSEN GEORGE J
 Form 5
 February 14, 2003
 SEC Form 5

<p>FORM 5</p> <p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p><input type="checkbox"/> Form 3 Holdings Reported</p> <p><input type="checkbox"/> Form 4 Transactions Reported</p>	<p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p> <p>Washington, D.C. 20549</p> <p>ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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(f) of the Investment Company Act of 1940</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response. . . . 1.0</p>
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<p>1. Name and Address of Reporting Person* Pedersen, George J.</p> <p>(Last) (First) (Middle) 12015 Lee Jackson Highway</p> <p>(Street) Fairfax, VA 22033-3300</p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol ManTech International Corporation (</p>	<p>4. Statement for Month/Year 12/31/2002</p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p>Description Chairman of the Board, Chief Executive Officer and President</p>
<p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>		<p>5. If Amendment, Date of Original (Month/Year)</p>	<p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>

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 at end of Issuer's Fiscal Year (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				// \$	0		
Class B Common Stock				// \$	See Page 2		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date	3A. Deemed Execution	4. Transaction	5. Number of Derivative	6. Date Exercisable(DE) and	7. Title and Amount of Underlying	8. Price of Derivative	9. Number of Derivative Securities	10. Ownership
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	Date, if any (Month/Day/Year)	Code (Instr.8)	Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	Expiration Date(ED) (Month/Day/Year)	Securities (Instr. 3 and 4)	Security (Instr.5)	Beneficially Owned at End of Year Reported Transaction(s) (Instr.4)	Form Derivative Security Direct or Indirect (Instr.5)
						DE / ED	Title / Amount or Number of Shares			
Class B Common Stock	\$					Presently / None	Class A Common Stock / 14,387,312	1-for-1 Conversion	14,387,312	
Class B Common Stock	\$					Presently / None	Class A Common Stock / 609,296	1-for-1 Conversion	609,296	
Class B Common Stock	\$					Presently / None	Class A Common Stock / 77,517	1-for-1 Conversion	77,517	
Class B Common Stock	\$					Presently / None	Class A Common Stock / 1,168	1-for-1 Conversion	1,168	
Class B Common Stock	\$					Presently / None	Class A Common Stock / 555,711	1-for1 Conversion	555,711	

Explanation of Responses:

(a) 609,296 shares held by the ManTech Supplemental Executive Retirement Plan for the benefit of Mr. Pedersen, a plan over which the Reporting Person has voting and investment control.
 (b) 77,517 shares held by the ManTech Special Assistance Fund, Inc., a fund over which the Reporting Person has voting and investment control.
 (c) 1,168 shares held by Marilyn A. Pedersen, the Reporting Person's wife, and as to which shares, the Reporting Person disclaims beneficial ownership.
 (d) 555,711 shares held by the Pedersen Family Trust #1 u/a dated April 24, 1994, a trust over which the Reporting Person has no voting or investment control.

By: /s/ George J. Pedersen

Date: 02/14/2003

George J. Pedersen

** Signature of Reporting Person

SEC 2270 (09-02)

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

* 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).
 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.