#### FITZGERALD JOHN J

Form 4 May 07, 2008

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

**OMB APPROVAL** 

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

2. Issuer Name and Ticker or Trading

Symbol

response...

burden hours per

5. Relationship of Reporting Person(s) to

Issuer

1(b).

(Print or Type Responses)

FITZGERALD JOHN J

1. Name and Address of Reporting Person \*

			MANTECH INTERNATIONAL CORP [MANT]					AL	(Check all applicable)			
(Last) 12015 LEE	3. Date of Earliest Transaction (Month/Day/Year) 05/05/2008						Director 10% Owner Other (specify below) SVP and Controller					
FAIRFAX,	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 Person					
(City)	(State)	(Zip)	Tab	le I - No	on-I	Derivative	Secu	rities Acc	quired, Disposed	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any		Code (Instr.	8)	4. Securion(A) or Di (Instr. 3,	ispose 4 and (A) or	d 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	05/05/2008			M		5,000	A	\$ 22.19	5,000	D		
Class A Common Stock	05/05/2008			S		5,000	D	\$ 46.55	0	D		
Class A Common Stock									233	I	By the ManTech Employee Stock Ownership	

Plan

#### Edgar Filing: FITZGERALD JOHN J - Form 4

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. Transacti Code (Instr. 8)	5. Number on f 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)	\$ 22.19	05/05/2008		M	5,000	<u>(1)</u>	04/19/2014	Class A Common Stock	5,000

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FITZGERALD JOHN J

12015 LEE JACKSON HIGHWAY SVP and Controller

FAIRFAX, VA 22033

## **Signatures**

/s/Michael R. Putnam, by Power of Attorney 05/07/2008

\*\*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 April 19, 2004, with one-third of the total grant vesting on April 19, 2005, with one-third of the total grant vesting on April 19, 2006, and the remaining one-third vesting on April 19, 2007.

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.

Reporting Owners 2