

MANTECH INTERNATIONAL CORP
 Form 4
 May 16, 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)
12015 LEE JACKSON HIGHWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board & CEO

FAIRFAX, VA 22033-3300

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	05/15/2008		S ⁽¹⁾		1,900 D \$ 45.46		148,100 D
Class A Common Stock	05/15/2008		S		1,565 D \$ 45.65		146,535 D
Class A Common Stock	05/15/2008		S		1,235 D \$ 45.66		145,300 D
Class A Common	05/15/2008		S		300 D \$ 45.67		145,000 D

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Stock							
Class A Common Stock	05/15/2008	S	100	D	\$ 45.68	144,900	D
Class A Common Stock	05/15/2008	S	300	D	\$ 45.72	144,600	D
Class A Common Stock	05/15/2008	S	169	D	\$ 45.73	144,431	D
Class A Common Stock	05/15/2008	S	100	D	\$ 45.74	144,331	D
Class A Common Stock	05/15/2008	S	100	D	\$ 45.76	144,231	D
Class A Common Stock	05/15/2008	S	1,100	D	\$ 45.77	143,131	D
Class A Common Stock	05/15/2008	S	300	D	\$ 45.79	142,831	D
Class A Common Stock	05/15/2008	S	200	D	\$ 45.8	142,631	D
Class A Common Stock	05/15/2008	S	1,348	D	\$ 45.81	141,283	D
Class A Common Stock	05/15/2008	S	1,871	D	\$ 45.82	139,412	D
Class A Common Stock	05/15/2008	S	1,800	D	\$ 45.83	137,612	D
Class A Common Stock	05/15/2008	S	3,383	D	\$ 45.84	134,229	D
Class A Common Stock	05/15/2008	S	600	D	\$ 45.85	133,629	D
Class A Common Stock	05/15/2008	S	2,329	D	\$ 45.86	131,300	D

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Class A Common Stock	05/15/2008	S	1,087	D	\$ 45.87	130,213	D
Class A Common Stock	05/15/2008	S	1,500	D	\$ 45.88	128,713	D
Class A Common Stock	05/15/2008	S	2,100	D	\$ 45.89	126,613	D
Class A Common Stock	05/15/2008	S	2,100	D	\$ 45.9	124,513	D
Class A Common Stock	05/15/2008	S	300	D	\$ 45.92	124,213	D
Class A Common Stock	05/15/2008	S	600	D	\$ 45.94	123,613	D
Class A Common Stock	05/15/2008	S	213	D	\$ 45.96	123,400	D
Class A Common Stock	05/15/2008	S	200	D	\$ 45.98	123,200	D
Class A Common Stock	05/15/2008	S	100	D	\$ 46.03	123,100	D
Class A Common Stock	05/15/2008	S	600	D	\$ 46.09	122,500	D
Class A Common Stock	05/15/2008	S	2,500	D	\$ 46.89	120,000	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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Nu Deriv Secur
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 5)	Bene Own Follo Repo Trans (Instr
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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
Date: 05/16/2008

__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.

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.