

FITZGERALD JOHN J
Form 4
August 27, 2009

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 *
FITZGERALD JOHN 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)
08/26/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and Controller

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	08/26/2009		M		1,667	A	\$ 30.07
Class A Common Stock	08/26/2009		M		1,666	A	\$ 34.05
Class A Common Stock	08/26/2009		M		1,667	A	\$ 42 5,000
Class A Common	08/26/2009		S		5,000	D	\$ 0 53.58

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Stock	<u>(1)</u>						
Class A Common Stock		272	I				By the ManTech Employee Stock Ownership Plan

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

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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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 30.07	08/26/2009		M	1,667	<u>(2)</u> 03/06/2011	Class A Common Stock	1,667
Employee Stock Option (right to buy)	\$ 34.05	08/26/2009		M	1,666	<u>(3)</u> 03/15/2012	Class A Common Stock	1,666
Employee Stock Option (right to buy)	\$ 42	08/26/2009		M	1,667	<u>(4)</u> 03/14/2013	Class A Common Stock	1,667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FITZGERALD JOHN J 12015 LEE JACKSON HIGHWAY FAIRFAX, VA 22033				SVP and Controller

Signatures

/s/ Michael R. Putnam, by Power of
Attorney

08/27/2009

__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).

- The price in column 4 is a weighted average price. The prices actually received for the sale ranged from \$53.53 to \$53.64. For all
- (1) weighted average prices reported in this Form 4, the reporting person will provide the issuer, any stockholder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - (2) The options were granted on March 7, 2006, with one-third of the total grant vesting on March 7, 2007, with one-third of the total grant vesting on March 7, 2008, and the remaining one-third vesting on March 7, 2009.
 - (3) The options were granted on March 15, 2007, with one-third of the total grant vesting on March 15, 2008, with one-third of the total grant vesting on March 15, 2009, and the remaining one-third vesting on March 15, 2010.
 - (4) The options were granted on March 14, 2008, with one-third of the total grant vesting on March 14, 2009, with one-third of the total grant vesting on March 14, 2010, and the remaining one-third vesting on March 14, 2011.

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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