

MANTECH INTERNATIONAL CORP

Reported by
VARNER L. WILLIAM

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/16/17 for the Period Ending 11/14/17

Address	12015 LEE JACKSON MEMORIAL HIGHWAY FAIRFAX, VA, 22033-3300
Telephone	703-218-6000
CIK	0000892537
Symbol	MANT
SIC Code	8741 - Services-Management Services
Industry	IT Services & Consulting
Sector	Technology
Fiscal Year	12/31

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Varner L. William		MANTECH INTERNATIONAL CORP [MANT]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Business Group President	
(Last) (First) (Middle) 12015 LEE JACKSON MEMORIAL HIGHWAY		3. Date of Earliest Transaction (MM/DD/YYYY) 11/14/2017			
(Street) FAIRFAX, VA 22033		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(City) (State) (Zip)				<input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	11/14/2017		M		37500	A	\$27.89	37500	D	
Class A Common Stock	11/14/2017		M		10000	A	\$29.15	47500	D	
Class A Common Stock	11/14/2017		S		47500	D	\$48.52 (1)	0	D	
Class A Common Stock								194	I	By the ManTech Employee Stock Ownership Plan

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$27.89	11/14/2017		M		37500		(2)	11/4/2018	Class A Common Stock	37500	\$0.00	0	D	
Employee Stock Option (right to buy)	\$29.15	11/14/2017		M		10000		(3)	3/14/2019	Class A Common Stock	10000	\$0.00	27500	D	

Explanation of Responses:

- The price in column 4 is a weighted average price. The prices actually received for the sale ranged from \$48.38 to \$48.63. For all 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.
- The options were granted on November 4, 2013, with one-third of the total grant vesting on November 4, 2014, one-third of the total grant vesting on November 4, 2015, and the remaining one-third vesting on November 4, 2016.
- The options were granted on March 14, 2014, with one-third of the total grant vesting on March 14, 2015, one-third of the total grant vesting on March 14, 2016, and the remaining one-third vesting on March 14, 2017.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Varner L. William 12015 LEE JACKSON MEMORIAL HIGHWAY FAIRFAX, VA 22033			Business Group President	

Signatures

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

11/16/2017

**Signature of Reporting Person

Date

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.

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