

MANTECH INTERNATIONAL CORP

Reported by
KEEFE DANIEL J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/01/17 for the Period Ending 11/30/17

| | |
|-------------|---|
| 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

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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 - Keefe Daniel J (Last) (First) (Middle) MANTECH INTERNATIONAL CORPORATION, 12015 LEE JACKSON MEMORIAL HWY (Street) FAIRFAX, VA 22033 (City) (State) (Zip) | | 2. Issuer Name and Ticker or Trading Symbol MANTECH INTERNATIONAL CORP [MANT] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Business Group President | |
| | | 3. Date of Earliest Transaction (MM/DD/YYYY) 11/30/2017 | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | |

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 | 11/30/2017 | | M | | 6000 | A | \$29.07 | 6000 | D | |
| Class A Common Stock | 11/30/2017 | | S | | 6000 | D | \$51.16 (1) | 0 | D | |
| Class A Comm Stock | | | | | | | | 150 | 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 |
| Employee Stock Option (right to buy) | \$29.07 | 11/30/2017 | | M | | 6000 | | (2) | 11/3/2019 | Class A Common Stock | 6000 | \$0.00 | 0 | D | |

Explanation of Responses:

- The price in column 4 is a weighted average price. The prices actually received for the sale ranged from \$51.00 to \$51.52. 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 3, 2014, with one-third of the total grant vesting on November 3, 2015, one-third of the total grant vesting on November 3, 2016, and the remaining one-third vesting on November 3, 2017.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Keefe Daniel J MANTECH INTERNATIONAL CORPORATION 12015 LEE JACKSON MEMORIAL HWY FAIRFAX, VA 22033 | | | Business Group President | |

Signatures

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

12/1/2017

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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