

CAMPBELL BARRY G
Form 4
December 03, 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 *
CAMPBELL BARRY G

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)
12/01/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

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 | 12/01/2008 | | M | | 7,000 | A | \$ 19.52 |
| Class A Common Stock | 12/01/2008 | | M | | 5,000 | A | \$ 20.97 |
| Class A Common Stock | 12/01/2008 | | M | | 5,000 | A | \$ 19.82 |
| Class A Common Stock | 12/01/2008 | | M | | 5,000 | A | \$ 28.42 |

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Stock

| | | | | | | | | |
|----------------------------|------------|--|---|--------|---|---------------------------|--------|---|
| Class A Common Stock | 12/01/2008 | | M | 3,333 | A | \$ 32.25 | 25,333 | D |
| Class A Common Stock | 12/01/2008 | | M | 2,500 | A | \$ 35.72 | 27,833 | D |
| Class A Common Stock | 12/01/2008 | | S | 27,833 | D | \$ 54.96 <u>(7)</u> | 0 | 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 (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 | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 19.52 | 12/01/2008 | | M | 7,000 | <u>(1)</u> 01/14/2013 | Class A Common Stock | 7,000 | |
| Employee Stock Option (right to buy) | \$ 20.97 | 12/01/2008 | | M | 5,000 | <u>(2)</u> 08/15/2013 | Class A Common Stock | 5,000 | |
| Employee Stock Option (right to buy) | \$ 19.82 | 12/01/2008 | | M | 5,000 | <u>(3)</u> 10/25/2014 | Class A Common Stock | 5,000 | |

| | | | | | | | | |
|--|----------|------------|---|-------|-----|------------|----------------------------|-------|
| Employee Stock Option (right to buy) | \$ 28.42 | 12/01/2008 | M | 5,000 | (4) | 06/08/2015 | Class A Common Stock | 5,000 |
| Employee Stock Option (right to buy) | \$ 32.25 | 12/01/2008 | M | 3,333 | (5) | 06/06/2006 | Class A Common Stock | 3,333 |
| Employee Stock Option (right to buy) | \$ 35.72 | 12/01/2008 | M | 2,500 | (6) | 08/06/2012 | Class A Common Stock | 2,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CAMPBELL BARRY G 12015 LEE JACKSON HIGHWAY FAIRFAX, VA 22033 | | | X | |

Signatures

/s/ Michael R. Putnam, by Power of Attorney 12/03/2008

**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 January 14, 2003, with one-third of the total grant vesting on January 14, 2004, with one-third of the total grant vesting on January 14, 2005, and the remaining one-third vesting on January 14, 2006.

(2) The options were granted on August 15, 2003, with one-third of the total grant vesting on August 15, 2004, with one-third of the total grant vesting on August 15, 2005, and the remaining one-third vesting on August 15, 2006.

(3) The options were granted on October 25, 2004, with one-third of the total grant vesting on October 25, 2005, with one-third of the total grant vesting on October 25, 2006, and the remaining one-third vesting on October 25, 2007.

(4) The options were granted on June 8, 2005, with one-third of the total grant vesting on June 8, 2006, with one-third of the total grant vesting on June 8, 2007, and the remaining one-third vesting on June 8, 2008.

(5) The options were granted on June 6, 2006, with one-third of the total grant vesting on June 6, 2007, with one-third of the total grant vesting on June 6, 2008, and the remaining one-third vesting on June 6, 2009.

(6) The options were granted on August 6, 2007, with one-third of the total grant vesting on August 6, 2008, with one-third of the total grant vesting on August 6, 2009, and the remaining one-third vesting on August 6, 2010.

(7) The price in column 4 is a weighted average price. The prices actually received for the sale ranged from \$54.61 to \$55.12. 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.

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