Keefe Daniel J Form 3 February 12, 2013

### FORM 3

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement MANTECH INTERNATIONAL CORP [MANT] Keefe Daniel J (Month/Day/Year) 02/04/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) MANTECH INTERNATIONAL

CORPORATION, 12015 LEE JACKSON MEMORIAL HWY

(Street)

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

**Business Group President** 

(Check all applicable)

6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One

Reporting Person

FAIRFAX, VAÂ 22033

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security
2. Amount of Securities
(Instr. 4)
Beneficially Owned
(Instr. 4)

Amount of Securities 3.
eneficially Owned Ownership
enstr. 4) Form:
Direct (D)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

Class A Common Stock

44

I

By the ManTech Employee Stock
Ownership Plan

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

SEC 1473 (7-02)

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

3. Title and Amount of 1. Title of Derivative Security 6. Nature of Indirect 2. Date Exercisable and 5. **Expiration Date** Securities Underlying Beneficial Ownership (Instr. 4) Conversion Ownership (Month/Day/Year) **Derivative Security** or Exercise Form of (Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	(1)	11/06/2017	Class A Common Stock	10,000	\$ 26.24	D	Â
Employee Stock Option (right to buy)	(2)	03/15/2017	Class A Common Stock	3,000	\$ 33.78	D	Â
Employee Stock Option (right to buy)	(3)	11/04/2016	Class A Common Stock	7,000	\$ 33.53	D	Â
Employee Stock Option (right to buy)	(4)	08/01/2016	Class A Common Stock	15,000	\$ 39.81	D	Â

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Keefe Daniel J						
MANTECH INTERNATIONAL CORPORATION	Â	Â	Business Group President	Â		
12015 LEE JACKSON MEMORIAL HWY	7 1	2.1	Tr Business Group Tresident	2.1		
FAIRFAX. VA 22033						

### **Signatures**

/s/ Michael R. Putnam, by power of attorney 02/12/2013

\*\*Signature of Reporting Person Date

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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 November 6, 2012, with one-third of the total grant vesting on November 6, 2013, one-third of the total grant vesting on November 6, 2014, and the remaining one-third vesting on November 6, 2015.
- (2) The options were granted on March 15, 2012, with one-third of the total grant vesting on March 15, 2013, one-third of the total grant vesting on March 15, 2014, and the remaining one-third vesting on March 15, 2015.
- (3) The options were granted on November 4, 2011, with one-third of the total grant vesting on November 4, 2012, one-third of the total grant vesting on November 4, 2013 and the remaining one-third vesting on November 4, 2014.
- (4) The options were granted on August 1, 2011, with one-third of the total grant vesting on August 1, 2012, one-third of the total grant vesting on August 1, 2013, and the remaining one-third vesting on August 1, 2014.

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#### **Remarks:**

Exhibit 24.1 Power of Attorney filed herewith

Reporting Owners 2

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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.