

MANTECH INTERNATIONAL CORP  
 Form 4  
 March 02, 2011

**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 \*  
**KERR RICHARD 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)  
**02/28/2011**

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

**FAIRFAX, VA 22033**

(City) (State) (Zip)

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

**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	02/28/2011		M		7,000	A	\$ 16 9,000
Class A Common Stock	02/28/2011		M		5,000	A	\$ 32.25 14,000
Class A Common Stock	02/28/2011		S		12,000	D	\$ 42.96 2,000

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
Employee Stock Option (right to buy)	\$ 16	02/28/2011		M	7,000	<sup>(2)</sup> 02/06/2012	Class A Common Stock	7,000
Employee Stock Option (right to buy)	\$ 32.25	02/28/2011		M	5,000	<sup>(3)</sup> 06/06/2011	Class A Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KERR RICHARD J 12015 LEE JACKSON HIGHWAY FAIRFAX, VA 22033	X			

## Signatures

/s/ Michael R. Putnam, by power of attorney  
03/02/2011

\*\*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 of the stock sold in column 4 is a weighted average price. The prices actually received for the sale ranged from \$42.93 to

(1) \$43.03. 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.

(2) The options were granted on February 6, 2002, with one-third of the total grant vesting on February 6, 2003, one-third of the total grant vesting on February 6, 2004, and the remaining one-third vesting on February 6, 2005.

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

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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