

MANTECH INTERNATIONAL CORP
 Form 4
 May 04, 2016

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 *
 Keefe Daniel 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)

3. Date of Earliest Transaction (Month/Day/Year)
 05/02/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Business Group President

MANTECH INTERNATIONAL CORPORATION, 12015 LEE JACKSON MEMORIAL HWY
 (Street)

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

FAIRFAX, VA 22033

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	05/02/2016		M		22,500	A	\$ 26.96 22,500 D
Class A Common Stock	05/02/2016		M		12,500	A	\$ 27.89 12,500 D
Class A Common Stock	05/02/2016		S		22,500	D	\$ 33.82 22,500 D

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Class A Common Stock	05/02/2016		S	12,500	D	\$ 34.85 <u>(2)</u>	12,500	D
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Class A Common Stock							145 <u>(3)</u>	I	By the ManTech Employee Stock Ownership Plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 26.96	05/02/2016		M	22,500	<u>(4)</u> 03/15/2018	Class A Common Stock 22,500
Employee Stock Option (right to buy)	\$ 27.89	05/02/2016		M	12,500	<u>(5)</u> 11/14/2018	Class A Common Stock 12,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Keefe Daniel J MANTECH INTERNATIONAL CORPORATION	Business Group President

12015 LEE JACKSON MEMORIAL HWY
FAIRFAX, VA 22033

Signatures

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

05/04/2016

__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 in column 4 is a weighted average price. The prices actually received for the sale ranged from \$33.38 to \$34.07. For all
(1) 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 price in column 4 is a weighted average price. The prices actually received for the sale ranged from \$34.80 to \$34.95. For all
(2) 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.
(3) Reflects ESOP allocations that have occurred since the date of the reporting person's last ownership report.
(4) The options were granted on March 15, 2013, with one-third of the total grant vesting on March 15, 2014, one-third of the total grant vesting on March 15, 2015, and the remaining one-third vesting on March 15, 2016.
(5) 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.

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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