

MANTECH INTERNATIONAL CORP

Form 4

September 02, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Phillips Kevin M

(Last) (First) (Middle)

12015 LEE JACKSON HIGHWAY

(Street)

FAIRFAX, VA 22033

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MANTECH INTERNATIONAL
CORP [MANT]

3. Date of Earliest Transaction
(Month/Day/Year)
08/28/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive Vice President & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Class A Common Stock	08/28/2014		M	10,000	A \$ 23.95	22,527	D
Class A Common Stock	08/28/2014		S	9,422	D \$ 28.69 (1)	13,105	D
Class A Common Stock	08/28/2014		P	3,500	A \$ 28.74	16,605	D
Class A Common					521 (2)	I	By the ManTech

Stock

Employee
Stock
Ownership
Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	\$ 23.95	08/28/2014		M		10,000		<u>(3)</u>	03/15/2015	Class A Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Phillips Kevin M 12015 LEE JACKSON HIGHWAY FAIRFAX, VA 22033	Executive Vice President & CFO

Signatures

/s/ Michael R. Putnam, by Power of Attorney 09/02/2014

____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).

Edgar Filing: MANTECH INTERNATIONAL CORP - Form 4

The price reflected in column 4 is a weighted average price. The prices actually received for the sales ranged from \$28.55 - \$28.77. For

- (1) 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) Reflects ESOP allocations that have occurred since the date of the reporting person's last ownership report.
- (3) The options were granted on March 15, 2005, with one-third of the total grant vesting on March 15, 2006, one-third of the total grant vesting on March 15, 2007, and the remaining one-third vesting on March 15, 2008.

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.