

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

(Last) (First) (Middle)

MANTECH INTERNATIONAL CORPORATION, 12015 LEE JACKSON MEMORIAL HWY

(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)  
 05/02/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Business Group President

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)
				(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

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.

**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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
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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