

MANTECH INTERNATIONAL CORP
 Form 4
 June 05, 2007

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 *
PEDERSEN GEORGE 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)
06/01/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board & CEO

FAIRFAX, VA 22033-3300
 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 06/01/2007 | | C | | 19,600 | A | 21 |
| Class A Common Stock | 06/01/2007 | | S(1) | | 19,600 | D | \$ 32.15 |
| | | | | | 0 | | 0 |

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) | 8. P... Deri... Sec... (Ins... | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | | | | |
| Class B Common Stock | (2) | 06/01/2007 | | C | 19,600 | (2) | (2) | Class A Common Stock | 19,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PEDERSEN GEORGE J 12015 LEE JACKSON HIGHWAY FAIRFAX, VA 22033-3300 | X | X | Chairman of the Board & CEO | |

Signatures

/s/Michael R. Putnam, by Power of Attorney
Date: 06/05/2007

**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).
- (1) The sales reported on the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 5, 2007.
- (2) The Class B Common Stock is convertible into Class A Common Stock at any time on a one-for-one basis, and has no expiration date. On June 1, 2007, Mr. Pedersen converted a total of 19,600 shares of his Class B Common Stock to 19,600 shares of Class A Common Stock.
- (3) 14,338,068 shares of Class B Common Stock are held in the name of George J. Pedersen, 62,417 shares of Class B Common Stock are held by the ManTech International Special Assistance Fund, Inc., a fund over which Mr. Pedersen has voting and investment control and to which Mr. Pedersen disclaims beneficial ownership, and 1,168 shares of Class B Common Stock are held by Mr. Pedersen's spouse.

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.