

Bjornaas Judith L  
 Form 4  
 March 16, 2018

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 Bjornaas Judith L

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)  
 11/06/2017

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President & CFO

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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)**

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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)
Employee Stock Option (right to buy)	\$ 49.04	11/06/2017		A	18,000	(1) 11/06/2022	Class A Common Stock 18,000
Employee Stock Option (right to buy)	\$ 53.9	03/15/2018		A	15,000	(2) 03/15/2023	Class A Common Shares 15,000
Restricted Stock Units	(3)	03/15/2018		A	6,000	(4) (4)	Class A Common Stock 6,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bjornaas Judith L MANTECH INTERNATIONAL CORPORATION 12015 LEE JACKSON MEMORIAL HWY. FAIRFAX, VA 22033			Executive Vice President & CFO	

## Signatures

/s/ Michael R. Putnam, by Power of Attorney  
03/16/2018

\*\*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 options were granted on November 6, 2017, with one-third of the total grant vesting on November 6, 2018, one-third of the total grant vesting on November 6, 2019, and the remaining one-third vesting on November 6, 2020.
- (2) The options were granted on March 15, 2018, with one-third of the total grant vesting on March 15, 2019, one-third of the total grant vesting on March 15, 2020, and the remaining one-third vesting on March 15, 2021.
- (3) Each restricted stock unit represents a contingent right receive one share of ManTech International Corporation common stock.

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- (4) The restricted stock units (RSUs) were granted on March 15, 2018, with one-third of the total grant vesting on March 15, 2019, one-third of the total grant vesting on March 15, 2020, and the remaining one-third vesting on March 15, 2021.

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.