

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Phillips Kevin M</u>			2. Issuer Name and Ticker or Trading Symbol <u>MANTECH INTERNATIONAL CORP [ MANT ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President &amp; CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/06/2017</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>12015 LEE JACKSON HIGHWAY</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)	(Zip)	<u>FAIRFAX VA 22033</u>				

**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)
			Code	V	Amount	(A) or (D)	Price			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					
Employee Stock Option (right to buy)	\$49.04	11/06/2017		A	22,500	(1)	11/06/2022	Class A Common Stock	22,500	\$0.00	22,500	D
Employee Stock Option (right to buy)	\$53.9	03/15/2018		A	30,000	(2)	03/15/2023	Class A Common Stock	30,000	\$0.00	30,000	D
Restricted Stock Units	(3)	03/15/2018		A	12,000	(4)	(4)	Class A Common Stock	12,000	\$0.00	12,000	D

**Explanation of Responses:**

- 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.
- 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.
- Each restricted stock unit represents a contingent right receive one share of ManTech International Corporation common stock.
- 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.

**Remarks:**

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

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.