

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**

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>08/30/2018</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		
12015 LEE JACKSON HIGHWAY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>FAIRFAX VA 22033</u>								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	08/30/2018		M		37,500	A	\$27.89	84,046	D	
Class A Common Stock	08/30/2018		S		24,383	D	\$65.15 <sup>(1)</sup>	59,663	D	
Class A Common Stock	08/30/2018		S		1,762	D	\$65.83 <sup>(2)</sup>	57,901	D	
Class A Common Stock	08/30/2018		M		37,500	A	\$29.15	95,401	D	
Class A Common Stock	08/30/2018		S		33,989	D	\$65.42 <sup>(3)</sup>	61,412	D	
Class A Common Stock	08/30/2018		S		3,511	D	\$66.05 <sup>(4)</sup>	57,901	D	
Class A Common Stock								542	I	By the ManTech Employee Stock Ownership Plan

**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						Title
Employee Stock Option (right to buy)	\$27.89	08/30/2018		M	37,500	(5)	11/04/2018	Class A Common Stock	37,500	\$0.00	0	D	
Employee Stock Option (right to buy)	\$29.15	08/30/2018		M	37,500	(6)	03/14/2019	Class A Common Stock	37,500	\$0.00	0	D	

**Explanation of Responses:**

1. The price in column 4 is a weighted average price. The prices actually received for the sale ranged from \$64.80 to \$65.79. For 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. The price in column 4 is a weighted average price. The prices actually received for the sale ranged from \$65.81 to \$66.01. For 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.
3. The price in column 4 is a weighted average price. The prices actually received for the sale ranged from \$64.89 to \$65.88. For 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.
4. The price in column 4 is a weighted average price. The prices actually received for the sale ranged from \$65.89 to \$66.45. For 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.
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.
6. The options were granted on March 14, 2014, with one-third of the total grant vesting on March 14, 2015, one-third of the total grant vesting on March 14, 2016, and the remaining one-third vesting on March 14, 2017.

**Remarks:**

/s/ Michael R. Putnam, By      08/31/2018  
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.**