FORM 4

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

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
Keefe Daniel J
(First) (Middle) (Last)
MANTECH INTERNATIONAL CORPORATION
12015 LEE JACKSON MEMORIAL HWY
FAIRFAX VA 22033

2. Issuer Name and Ticker or Trading Symbol
MANTECH INTERNATIONAL CORP [MANT]

3. Date of Earliest Transaction (Month/Day/Year)
05/25/2017

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

5. Relationship of Reporting Person(s) to Issuer

(X) Business Group President

6. Individual or Joint/Group Filing (Check Applicable Line)

(X) 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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Transaction Code</th>
<th>Amount</th>
<th>(A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>05/25/2017</td>
<td>M</td>
<td>9,989</td>
<td>A</td>
<td>$29.15</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>05/25/2017</td>
<td>S</td>
<td>9,989</td>
<td>D</td>
<td>$38.66</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Transaction Code</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable or Expiration Date (Month/Day/Year)</th>
<th>Title of Derivative Security (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>$29.15</td>
<td>05/25/2017</td>
<td>M</td>
<td>9,989</td>
<td>(2)</td>
<td>03/14/2019</td>
<td>Class A Common Stock</td>
<td>9,989</td>
<td>0</td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. The price in column 4 is a weighted average price. The prices actually received for the sale ranged from $38.60 to $38.74. 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 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. Petram, by
Power of Attorney 05/26/2017

** 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).
