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*  
Varner L. William  
(First) (Last) (Middle)  
12015 LEE JACKSON MEMORIAL HIGHWAY  
FAIRFAX VA 22033

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

3. Date of Earliest Transaction (Month/Day/Year)  
03/14/2014

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

5. Relationship of Reporting Person(s) to Issuer  
(See Instruction 4(a)(ib))

6. Individual or Joint/Group Filing (Check Applicable Line)  
X Form filed by One Reporting Person  
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Description of Transaction</th>
<th>Code</th>
<th>V</th>
<th>(A) or (D)</th>
<th>Price</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
</table>

Employee Stock Option (right to buy)  $29.15  03/14/2014  A  37,500  (i)  03/14/2019  Class A Common Stock  37,500  $0.00  37,500  D

Explanation of Responses:
1. 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.

/s/ Michael R. Putnam, by power of attorney  03/17/2014

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).


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.