

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Wagner Richard John</u> (Last) (First) (Middle) 2251 CORPORATE PARK DRIVE (Street) HERNDON VA 20171 (City) (State) (Zip)	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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Business Group President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/04/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	05/04/2020		M		5,000	A	\$53.52	10,605	D	
Class A Common Stock	05/04/2020		M		5,000	A	\$55.85	15,605	D	
Class A Common Stock	05/04/2020		M		5,000	A	\$53.9	20,605	D	
Class A Common Stock	05/04/2020		M		1,200	A	\$49.04	21,805	D	
Class A Common Stock	05/04/2020		M		1,200	A	\$36.87	23,005	D	
Class A Common Stock	05/04/2020		S		13,690	D	\$73.18 ⁽¹⁾	9,315	D	
Class A Common Stock	05/04/2020		S		3,710	D	\$73.91 ⁽²⁾	5,605	D	

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)	
				Code	V		Date Exercisable	Expiration Date						Amount or Number of Shares
Employee Stock Option (right to buy)	\$53.52	05/04/2020		M		5,000	(3)	03/15/2024	Class A Common Stock	5,000	\$0.00	10,000	D	
Employee Stock Option (right to buy)	\$55.85	05/04/2020		M		5,000	(4)	11/05/2023	Class A Common Stock	5,000	\$0.00	10,000	D	
Employee Stock Option (right to buy)	\$53.9	05/04/2020		M		5,000	(5)	03/15/2023	Class A Common Stock	5,000	\$0.00	5,000	D	
Employee Stock Option (right to buy)	\$49.04	05/04/2020		M		1,200	(6)	11/06/2022	Class A Common Stock	1,200	\$0.00	1,200	D	
Employee Stock Option (right to buy)	\$36.87	05/04/2020		M		1,200	(7)	03/15/2022	Class A Common Stock	12,000	\$0.00	0	D	

Explanation of Responses:

- The price in column 4 is a weighted average price. The prices actually received for the sale ranged from \$72.65 to \$73.65. 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.
- The price in column 4 is a weighted average price. The prices actually received for the sale ranged from \$73.66 to \$74.39. 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.
- The options were granted on March 15, 2019, with one-third of the total grant vesting on March 15, 2020, one-third of the total grant vesting on March 15, 2021, and the remaining one-third vesting on March 15, 2022.
- The options were granted on November 5, 2018, with one-third of the total grant vesting on November 5, 2019, one-third of the total grant vesting on November 5, 2020, and the remaining one-third vesting on November 5, 2021.

on November 5, 2021.

5. 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.

6. 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.

7. The options were granted on March 15, 2017, with one-third of the total grant vesting on March 15, 2018, one-third of the total grant vesting on March 15, 2019, and the remaining one-third vesting on March 15, 2020.

Remarks:

/s/ Michael R. Putnam, by
Power of Attorney

05/06/2020

** 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.