**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
   - 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)**
   - 11/10/2016

4. **If Amendment, Date of Original Filed**
   - 11/10/2016

5. **Relationship of Reporting Person(s) to Issuer**
   - Other (specify below)
   - Business Group President

### 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>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>11/10/2016</td>
<td>M</td>
<td>A</td>
<td>$27.89</td>
<td>12,500</td>
<td>D</td>
<td>By the Employee Stock Ownership Plan</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>11/10/2016</td>
<td>S</td>
<td>D</td>
<td>$40.09(1)</td>
<td>0</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>145</td>
<td>I</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>$27.89</td>
<td>11/10/2016</td>
<td>M</td>
<td>12,500</td>
<td>(2) 11/04/2018</td>
<td>Class A Common Stock</td>
<td>12,500</td>
<td>$0.00</td>
<td>0</td>
<td>D</td>
<td></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 $39.82 to $40.28. 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 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.

**Remarks:**

/s/ Michael R. Putnam, by

Power of Attorney

**Signature of Reporting Person**

Date: 11/14/2016

* 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.