**FORM 4**

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
   
   **KERR RICHARD J**
   
   (Last) (First) (Middle)
   
   12015 LEE JACKSON HIGHWAY
   
   (Street)
   
   FAIRFAX VA 22033
   
   (City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
   
   09/10/2013

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

5. Relationship of Reporting Person(s) to Issuer
   
   X Director 10% Owner
   
   Officer (give title below)
   
   Other (specify below)

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

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### 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. 4)</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>09/10/2013</td>
<td></td>
<td>M</td>
<td>5,000 A</td>
<td>16,000 D</td>
<td>Direct (D)</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>09/10/2013</td>
<td>S</td>
<td>5,000 D</td>
<td>$28.43(1)</td>
<td>11,000 D</td>
<td>Direct (D)</td>
<td>D</td>
</tr>
</tbody>
</table>

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### 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. 5)</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>$19.82</td>
<td>09/10/2013</td>
<td>M</td>
<td>5,000 (A)</td>
<td>(2) 10/25/2014</td>
<td>Class A Common Stock 5,000 A</td>
<td>09 D</td>
<td>0 D</td>
<td>** Signature of Reporting Person Date</td>
<td></td>
<td></td>
</tr>
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<td></td>
<td></td>
<td></td>
<td>** Signature of Reporting Person Date</td>
<td>** Signature of Reporting Person Date</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The price reflected in column 4 is a weighted average price. The prices actually received for the sales ranged from $28.40 - $28.45. For all weighted average prices reported in this Form 4, the reporting person will provide to 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 October 25, 2004, with one-third of the total grant vesting on October 25, 2005, one-third of the total grant vesting on October 25, 2006, and the remaining one-third vesting on October 25, 2007.

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.

/s/ Michael R. Putnam

Power of Attorney

09/11/2013

** Signature of Reporting Person ** ** Signature of Reporting Person ** ** Signature of Reporting Person **