1. Name and Address of Reporting Person
FATZINGER WALTER R JR
12015 LEE JACKSON HIGHWAY
FAIRFAX VA 22033

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

3. Date of Earliest Transaction (Month/Day/Year)
08/05/2013

5. Relationship of Reporting Person(s) to Issuer
X Director 10% Owner

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

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

1. Title of Security (Instr. 3)
Class A Common Stock

2. Transaction Date (Month/Day/Year)
08/05/2013

2A. Deemed Execution Date, if any (Month/Day/Year)

3. Transaction Code (Instr. 9)

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) $20.97 16,800 D

Class A Common Stock
08/05/2013
M 5,000 A

5,000

Class A Common Stock
08/05/2013
S 5,000 D $28.49 $11,800 D

Class A Common Stock

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)
Employee Stock Option (Right to Buy)

2. Conversion or Exercise Price of Derivative Security $20.97

3. Transaction Date (Month/Day/Year)
08/05/2013

3A. Deemed Execution Date, if any (Month/Day/Year)

4. Transaction Code (Instr. 8)
M

5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)
5,000

6. Date Exercisable and Expiration Date (Month/Day/Year)
08/15/2015

7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)
Class A Common Stock 5,000

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)

Employee Stock Option (Right to Buy) $20.97 08/05/2013 M 5,000 (3) 08/15/2013 Class A Common Stock 5,000 $0 0 D

Explanation of Responses:
1. The price of the stock sold in column 4 is a weighted average price. The prices actually received for the sale ranged from $28.47 to $28.56. 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 reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

3. The options were granted on August 15, 2003, with one-third of the total grant vesting on August 15, 2004, one-third of the total grant vesting on August 15, 2005, and the remaining one-third vesting on August 15, 2006.

/s/ Michael R. Putnam, by Date 08/07/2013
Power of Attorney
** Signature of Reporting Person

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.