

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Phillips Kevin M</u> _____ (Last) (First) (Middle) <u>2251 CORPORATE PARK DRIVE</u> _____ (Street) <u>HERNDON VA 20171</u> _____ (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman of the Board & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2021</u>	
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	03/15/2021		M		28,903	A	(1)	116,738	D	
Class A Common Stock	03/15/2021		F		11,208	D	\$82.04	105,530	D	
Class A Common Stock								542	I	By the ManTech Employee Stock Ownership Plan

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(2)	03/15/2021		A		49,500		(3)	(3)	Class A Common Stock	49,500	\$0.00	49,500	D	
Restricted Stock Units	(2)	03/15/2021		A		25,390		(4)	(4)	Class A Common Stock	25,390	\$0.00	25,390	D	
Restricted Stock Units	(1)	03/15/2021		M			4,000	(5)	(5)	Class A Common Stock	4,000	\$0.00	0	D	
Restricted Stock Units	(1)	03/15/2021		M			5,800	(6)	(6)	Class A Common Stock	5,800	\$0.00	5,800	D	
Restricted Stock Units	(1)	03/15/2021		M			19,103	(7)	(7)	Class A Common Stock	19,103	\$0.00	38,207	D	

Explanation of Responses:

- Restricted stock units convert into common stock on a one-for-one basis.
- Each restricted stock unit represents a contingent right to receive one share of ManTech International Corporation common stock.
- The restricted stock units (RSUs) were granted on March 15, 2021, with one-third of the total grant vesting on March 15, 2022, one-third of the total grant vesting on March 15, 2023, and the remaining one-third vesting on March 15, 2024.
- The restricted stock units (RSUs) were granted on March 15, 2021. One half of the RSUs vest on the fourth anniversary of the grant date (March 15, 2025), and the remaining half of the RSUs vest on the fifth anniversary of the grant date (March 15, 2026).
- On March 15, 2018, the reporting person was granted 12,000 RSUs, vesting in three annual installments, beginning on the first anniversary of the grant date.
- On March 15, 2019, the reporting person was granted 17,400 RSUs, vesting in three annual installments, beginning on the first anniversary of the grant date.
- On March 15, 2020, the reporting person was granted 57,310 RSUs, vesting in three annual installments, beginning on the first anniversary of the grant date.

Remarks:

/s/ Michael R. Putnam, by
Power of Attorney 03/17/2021
 ** 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.