1. Name and Address of Reporting Person
Phillips Kevin M

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

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2012

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

5. Relationship of Reporting Person(s) to Issuer
Director 10% Owner Officer (give title below) Executive Vice President & CFO

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

<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>Common Stock</td>
<td>03/15/2012</td>
<td></td>
<td>D</td>
<td>15,000</td>
<td>15,000</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>D K Stock</td>
<td>03/15/2012</td>
<td></td>
<td>D</td>
<td>15,000</td>
<td>15,000</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 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. 3 and 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)     | $33.78                                                 | 03/15/2012                          |                                               | V                           | 15,000                             | (i) 03/15/2017                                                      | Class A Common Stock 15,000                       | 15,000                                                                      | D                                               |                                                 |                                                 |                                                 |

Explanation of Responses:
1. The options were granted on March 15, 2012, with one-third of the total grant vesting on March 15, 2013, one-third of the total grant vesting on March 15, 2014, and the remaining one-third vesting on March 15, 2015.

/s/ Michael R. Putnam, by power of attorney 03/19/2012

** 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).


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.