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
FITZGERALD JOHN J
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)
12/11/2008

4. If Amendment, Date of Original Filed
12/11/2008

5. Relationship of Reporting Person(s) to Issuer
Director
Officer (give title below) SVP and Controller

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. 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>12/11/2008</td>
<td>M</td>
<td>1,667</td>
<td>A</td>
<td>$34.05</td>
<td>1,667</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>12/11/2008</td>
<td>M</td>
<td>1,666</td>
<td>A</td>
<td>$36.53</td>
<td>3,333</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>12/11/2008</td>
<td>S</td>
<td>3,333</td>
<td>D</td>
<td>$50.69</td>
<td>0</td>
<td>D</td>
</tr>
</tbody>
</table>

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

<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>$34.05</td>
<td>12/11/2008</td>
<td>M</td>
<td>1,667</td>
<td>(1)</td>
<td>03/15/2012</td>
<td>Class A Common Stock 1,667 $0</td>
<td>3,333 D</td>
<td></td>
<td>11. Nature of Indirect Beneficial Ownership (Instr. 4)</td>
<td></td>
</tr>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>$36.53</td>
<td>12/11/2008</td>
<td>M</td>
<td>1,666</td>
<td>(2)</td>
<td>11/17/2011</td>
<td>Class A Common Stock 1,666 $0</td>
<td>1,667 D</td>
<td></td>
<td>11. Nature of Indirect Beneficial Ownership (Instr. 4)</td>
<td></td>
</tr>
</tbody>
</table>

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**Explanation of Responses:**

1. The options were granted on March 15, 2007, with one-third of the total grant vesting on March 15, 2008, with one-third of the total grant vesting on March 15, 2009, and the remaining one-third vesting on March 15, 2010.

2. The options were granted on November 17, 2006, with one-third of the total grant vesting on November 17, 2007, with one-third of the total grant vesting on November 17, 2008, and the remaining one-third vesting on November 17, 2009.

/s/ Michael R. Putnam, by 
Power of Attorney 
12/11/2008
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.