

CAMPBELL BARRY G
Form 4
December 03, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CAMPBELL BARRY G

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

12015 LEE JACKSON HIGHWAY

12/01/2008

(Street)

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

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

FAIRFAX, VA 22033

(City) (State) (Zip)

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	12/01/2008		M		7,000	A	\$ 19.52
Class A Common Stock	12/01/2008		M		5,000	A	\$ 20.97
Class A Common Stock	12/01/2008		M		5,000	A	\$ 19.82
Class A Common Stock	12/01/2008		M		5,000	A	\$ 28.42

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Stock								
Class A Common Stock	12/01/2008		M	3,333	A	\$ 32.25	25,333	D
Class A Common Stock	12/01/2008		M	2,500	A	\$ 35.72	27,833	D
Class A Common Stock	12/01/2008		S	27,833	D	\$ 54.96 <u>(7)</u>	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 19.52	12/01/2008		M	7,000	<u>(1)</u> 01/14/2013		Class A Common Stock 7,000
Employee Stock Option (right to buy)	\$ 20.97	12/01/2008		M	5,000	<u>(2)</u> 08/15/2013		Class A Common Stock 5,000
Employee Stock Option (right to buy)	\$ 19.82	12/01/2008		M	5,000	<u>(3)</u> 10/25/2014		Class A Common Stock 5,000

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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