

Wagner Richard John  
 Form 4  
 March 19, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

**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 \*  
 Wagner Richard John

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)  
 2251 CORPORATE PARK DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/15/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Business Group President

HERNDON, VA 20171

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

(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 Ownership (Instr. 4)		
				(A) or (D)	Price				
Class A Common Stock	03/15/2019		M	2,000	A	11	3,237	D	
Class A Common Stock	03/15/2019		F	602	D	\$	53.52	2,635	D

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

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SEC 1474 (9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 53.52	03/15/2019		A	15,000	(2) 03/15/2024	Class A Common Stock 15,000
Restricted Stock Units	(3)	03/15/2019		A	6,750	(4) (4)	Class A Common Stock 6,750
Restricted Stock Units	(1)	03/15/2019		M	2,000	(5) (5)	Class A Common Stock 2,000

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wagner Richard John 2251 CORPORATE PARK DRIVE HERNDON, VA 20171			Business Group President	

**Signatures**

/s/ Michael R. Putnam, by Power of Attorney  
Date: 03/19/2019

\*\*Signature of Reporting Person Date

**Explanation of Responses:**

- \* 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).
- (1) Restricted stock units convert into common stock on a one-for-one basis.
- (2) The options were granted on March 15, 2019, with one-third of the total grant vesting on March 15, 2020, one-third of the total grant vesting on March 15, 2021, and the remaining one-third vesting on March 15, 2022.
- (3) Each restricted stock unit represents a contingent right receive one share of ManTech International Corporation common stock.
- (4) The restricted stock units (RSUs) were granted on March 15, 2019, with one-third of the total grant vesting on March 15, 2020, one-third of the total grant vesting on March 15, 2021, and the remaining one-third vesting on March 15, 2022.

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- (5) On March 15, 2018, the reporting person was granted 6,000 RSUs, vesting in three annual installments, beginning on the first anniversary of the grant date.

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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