

PEDERSEN GEORGE J
 Form 5
 February 06, 2009

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 PEDERSEN GEORGE J

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board & CEO

12015 LEE JACKSON HIGHWAY
 (Street)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

FAIRFAX, VA 22033-3300

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Price | | | |
| Class A Common Stock | 01/08/2008 | Â | C | 1,000 A \$ 0 0 | | I | By the ManTech Special Assistance Fund ⁽¹⁾ |
| Class A Common Stock | 01/08/2008 | Â | G | 1,000 D \$ 0 0 | | I | By the ManTech Special Assistance |

Edgar Filing: PEDERSEN GEORGE J - Form 5

| | | | | | | | | | Fund |
|----------------------------|------------|---|---|-------|---|------|---|---|--|
| Class A Common Stock | 05/30/2008 | Â | C | 1,000 | A | \$ 0 | 0 | I | By the ManTech Special Assistance Fund |
| Class A Common Stock | 05/30/2008 | Â | G | 1,000 | D | \$ 0 | 0 | I | By the ManTech Special Assistance Fund |
| Class A Common Stock | 06/30/2008 | Â | C | 5,000 | A | \$ 0 | 0 | I | By the ManTech Special Assistance Fund |
| Class A Common Stock | 06/30/2008 | Â | G | 5,000 | D | \$ 0 | 0 | I | By the ManTech Special Assistance Fund |

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

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 control number.

SEC 2270
(9-02)

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 |
|---|--|---|---|--------------------------------------|--|--|---|---|
| Class B Common Stock | Â | 01/08/2008 | Â | C | Â 1,000 | Â (2) Â (2) | Class A Common Stock | 1,000 |
| Class B Common Stock | Â | 05/30/2008 | Â | C | Â 1,000 | Â (2) Â (2) | Class A Common Stock | 1,000 |

| | | | | | | | | | | |
|----------------------------|---|------------|---|---|---|-------|-------|-------|----------------------------|-------|
| Class B Common Stock | ^ | 06/30/2008 | ^ | C | ^ | 5,000 | ^ (2) | ^ (2) | Class A Common Stock | 5,000 |
|----------------------------|---|------------|---|---|---|-------|-------|-------|----------------------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PEDERSEN GEORGE J 12015 LEE JACKSON HIGHWAY FAIRFAX, VA 22033-3300 | ^ X | ^ X | ^ Chairman of the Board & CEO | ^ |

Signatures

/s/ Michael R. Putnam, by Power of Attorney 02/06/2009

__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).

- The ManTech Special Assistance Fund is a fund over which the Reporting Person has voting and investment control, but to which the
- (1) Reporting Person disclaims beneficial ownership. All of the transactions reported on this Form 5 were shares of Class B Common Stock that were converted to Class A Common Stock and were gifted by the Special Assistance Fund during 2008.
 - (2) The Class B Common Stock is converted into Class A Common Stock at any time on a one-for-one basis, and has no expiration date.
 - (3) 13,902,760 shares of Class B Common Stock are held in the name of George J. Pedersen; 54,417 shares of Class B Common Stock are held by the ManTech Special Assistance Fund, a fund over which Mr. Pedersen has voting and investment control and as to which Mr. Pedersen disclaims beneficial ownership; and 1,168 shares of Class B Common Stock are held by Mr. Pedersen's spouse.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.