

Bjornaas Judith L
Form 4
March 19, 2019

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 *
Bjornaas Judith L

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
 Officer (give title below) _____ Other (specify below)
Executive Vice President & CFO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock | 03/15/2019 | | M | 2,000 A | 14,272 | D | |
| Class A Common Stock | 03/15/2019 | | F | 602 D | \$ 53.52 13,670 | D | |
| Class A Common Stock | | | | | 142 | I | By the ManTech ESOP |

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

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SEC 1474
(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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | 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 | 21,000 | (2) 03/15/2024 | Class A Common Shares | 21,000 |
| Restricted Stock Units | (3) | 03/15/2019 | | A | 8,700 | (4) (4) | Class A Common Stock | 8,700 |
| 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 |
| Bjornaas Judith L 2251 CORPORATE PARK DRIVE HERNDON, VA 20171 | | | Executive Vice President & CFO | |

Signatures

/s/ Michael R. Putnam, by Power of Attorney
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.

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- (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.
- (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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