

PEDERSEN GEORGE J
Form SC 13G
February 14, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. __)*

ManTech International Corporation

(Name of Issuer)

Class B Common Stock, par value \$0.01 per share

(Title of Class of Securities)

564563 10 4

(CUSIP Number)

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February 7, 2002

(Date of Event Which Requires Filing of this Statement)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Name of Reporting Person:

I.R.S. Identification No.

George J. Pedersen

2. Check the Appropriate Box if a Member of a Group:

(a) ..

(b) ..

3. SEC Use Only

4. Citizenship or Place of Organization:

United States

5. Sole Voting Power

NUMBER OF 15,074,125 #

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY 0

EACH 7. Sole Dispositive Power

REPORTING

PERSON 15,074,125

WITH 8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

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15,631,004 *

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):

..

11. Percent of Class Represented by Amount in Row (9):

100%

12. Type of Reporting Person (See Instructions):

IN

14. Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

Consists of 14,387,312 shares owned by Mr. Pedersen; 77,517 shares held by the ManTech Special Assistance Fund, Inc., a fund over which Mr. Pedersen has voting and investment control; and 609,296 shares held by the ManTech Supplemental Executive Retirement Plan for the benefit of Mr. Pedersen, a plan over which Mr. Pedersen has voting and investment control.

* Includes 555,711 shares held by the Pedersen Family Trust #1 u/a dated April 24, 1994, a trust over which Mr. Pedersen has no voting or investment control; and 1,168 shares held by Marilyn A. Pedersen, Mr. Pedersen's wife, as to which 1,168 shares, beneficial ownership is disclaimed pursuant to Rule 13d-4 of the Securities and Exchange Act of 1934.

Item 1(a). Name of Issuer:

ManTech International Corporation

(b) Address of Issuer's Principal Executive Offices:

12015 Lee Jackson Highway

Fairfax, VA 22033-3300

Item 2(a). Name of Person Filing:

George J. Pedersen

(b) Address of Principal Business Office or, if none, Residence:

12015 Lee Jackson Highway

Fairfax, VA 22033-3300

(c) Citizenship:

United States

(d) Title of Class of Securities:

Class B Common Stock, \$0.01 par value per share.

(e) CUSIP Number:

564563 10 4

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or Rule 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) Investment company registered under Section 8 of the Investment Company Act;
- (e) An investment advisor in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

| | | |
|-------|--|-------------|
| (a) | Amount Beneficially Owned: | 15,631,004* |
| (b) | Percent of Class: | 100% |
| (c) | Number of Shares to which such person has: | |
| (i) | Sole power to vote or direct the vote: | 15,074,125 |
| (ii) | Shared power to vote or direct the vote: | 0 |
| (iii) | Sole power to dispose or to direct the disposition of: | 15,074,125 |
| (iv) | Shared power to dispose or to direct the disposition of: | 0 |

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following " " .

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of the Group.

Not Applicable.

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Item 10. Certification.

Not Applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2003

(Date)

/s/ George J. Pedersen

(Signature)

George J.
Pedersen/Shareholder

(Name/Title)

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute federal criminal violations (See 18 U.S.C. 1001)