

Coleman Robert A
Form 4
July 17, 2007

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Coleman Robert A

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)
12015 LEE JACKSON HIGHWAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/16/2007

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President & COO

FAIRFAX, VA 22033

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	07/16/2007		M		10,000	D	\$ 15.56 25,000
Class A Common Stock	07/16/2007		S ⁽¹⁾		1,754	D	\$ 31.3 23,246
Class A Common Stock	07/16/2007		S		289	D	\$ 31.28 22,957
Class A Common	07/16/2007		S		608	D	\$ 22,349 31.29

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Stock

Class A Common Stock	07/16/2007	S	400	D	\$ 31.27	21,949	D
Class A Common Stock	07/16/2007	S	568	D	\$ 31.23	21,381	D
Class A Common Stock	07/16/2007	S	1,100	D	\$ 31.31	20,281	D
Class A Common Stock	07/16/2007	S	700	D	\$ 31.32	19,581	D
Class A Common Stock	07/16/2007	S	589	D	\$ 31.33	18,992	D
Class A Common Stock	07/16/2007	S	200	D	\$ 31.37	18,792	D
Class A Common Stock	07/16/2007	S	300	D	\$ 31.34	18,492	D
Class A Common Stock	07/16/2007	S	400	D	\$ 31.36	18,092	D
Class A Common Stock	07/16/2007	S	1,411	D	\$ 31.35	16,681	D
Class A Common Stock	07/16/2007	S	400	D	\$ 31.39	16,281	D
Class A Common Stock	07/16/2007	S	600	D	\$ 31.42	15,681	D
Class A Common Stock	07/16/2007	S	200	D	\$ 31.43	15,481	D
Class A Common Stock	07/16/2007	S	100	D	\$ 31.66	15,381	D
Class A Common Stock	07/16/2007	S	381	D	\$ 31.65	15,000	D

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Class A Common Stock	07/16/2007	M	13,333	A	\$ 19.34	28,333	D
Class A Common Stock	07/16/2007	S ⁽¹⁾	1,919	D	\$ 31.65	26,414	D
Class A Common Stock	07/16/2007	S	400	D	\$ 31.98	26,014	D
Class A Common Stock	07/16/2007	S	400	D	\$ 31.99	25,614	D
Class A Common Stock	07/16/2007	S	2,800	D	\$ 31.96	22,814	D
Class A Common Stock	07/16/2007	S	7,814	D	\$ 31.95	15,000	D

Class A
Common
Stock

246

I

By the
ManTech
Employee
Stock
Ownership
Plan

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

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(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	\$ 15.56	07/16/2007		M			10,000	<u>(2)</u>	09/10/2014	Class A Common	10,000

Option (right to buy)								Stock
Employee Stock Option (right to buy)	\$ 19.34	07/16/2007	M	13,333	<u>(3)</u>	06/23/2014	Class A Common Stock	13,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Coleman Robert A 12015 LEE JACKSON HIGHWAY FAIRFAX, VA 22033	X		President & COO	

Signatures

/s/Michael R. Putnam, by Power of Attorney 07/17/2007

__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) The sales reported on the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 15, 2007.
- (2) The options were granted on September 10, 2004, with one-third of the total grant vesting on September 10, 2005, one-third of the grant vesting on September 10, 2006 and the remaining one-third vesting on September 10, 2007.
- (3) The options were granted on June 23, 2004, with one-third of the total grant vesting on June 23, 2005, one-third of the grant vesting on June 23, 2006, and the remaining one-third vesting on June 23, 2007.

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