

MANTECH INTERNATIONAL CORP

Form 4

May 10, 2006

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Fox Joseph R

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)
12105 LEE JACKSON HIGHWAY

3. Date of Earliest Transaction
(Month/Day/Year)
05/08/2006

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

President of business unit

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

FAIRFAX, VA 20120

(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	05/08/2006		M		3,333	A	\$ 16.49	3,333	D
Class A Common Stock	05/08/2006		S		3,333	D	\$ 36.39	0	D
Class A Common Stock	05/08/2006		M		3,334	A	\$ 20.45	3,334	D
Class A Common	05/08/2006		S		3,334	D	\$ 36.39	0	D

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Stock

Class A Common Stock	05/08/2006	M	10,000	A	\$ 23.95	10,000	D
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Class A Common Stock	05/08/2006	S	10,000	D	\$ 36.39	0	D
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Class A Common Stock						172	I	By the ManTech Employee Stock Ownership Plan
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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 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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 16.49	05/08/2006		M	3,333	<u>(1)</u> 05/02/2013	Class A Common Stock	3,333
Employee Stock Option (right to buy)	\$ 20.45	05/08/2006		M	3,334	<u>(2)</u> 02/07/2015	Class A Common Stock	3,334
Employee Stock Option (right to	\$ 23.95	05/08/2006		M	10,000	<u>(3)</u> 03/15/2015	Class A Common Stock	10,000

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fox Joseph R 12105 LEE JACKSON HIGHWAY FAIRFAX, VA 20120			President of business unit	

Signatures

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

05/10/2006

__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 options were granted on 5/2/03, with one-third of the total grant vesting on 5/2/04, one-third vesting on 5/2/05, and the remaining one-third vesting on 5/2/06.
- (2) The options were granted on 2/7/05, with one-third of the total grant vesting on 2/7/06, one-third vesting on 2/7/07, and the remaining one-third vesting on 2/7/08.
- (3) The options were granted on 3/15/05, with one-third of the total grant vesting on 3/15/06, one-third vesting on 3/15/07, and the remaining one-third vesting on 3/15/08.

Note: File three copies of this Form, one of which must be manually signed. If space 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.