

MANTECH INTERNATIONAL CORP

Form 4

November 20, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Farquhar Kenneth J

(Last) (First) (Middle)

12015 LEE JACKSON HIGHWAY

(Street)

FAIRFAX, VA 22033

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
MANTECH INTERNATIONAL
CORP [MANT]

3. Date of Earliest Transaction
(Month/Day/Year)
11/17/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President business unit

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

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	11/17/2006		M	15,000 A	\$ 16 15,000	D	
Class A Common Stock	11/17/2006		S	15,000 D	\$ 36.07 0	D	
Class A Common Stock	11/17/2006		M	5,000 A	\$ 20.97 5,000	D	
Class A Common	11/17/2006		S	5,000 D	\$ 36.07 0	D	

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Stock

Class A Common Stock	11/17/2006	M	13,333	A	\$ 19.82	13,333	D
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Class A Common Stock	11/17/2006	S	13,333	D	\$ 36.07	0	D
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Class A Common Stock						676	I	By the ManTech Employee Stock Option Plan
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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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 16	11/17/2006		M	15,000	<u>(1)</u> 02/05/2012	Class A Common Stock	15,000
Employee Stock Option (right to buy)	\$ 20.97	11/17/2006		M	5,000	<u>(2)</u> 08/14/2013	Class A Common Stock	5,000
Employee Stock Option (right to	\$ 19.82	11/17/2006		M	13,333	<u>(3)</u> 10/24/2014	Class A Common Stock	13,333

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Farquhar Kenneth J 12015 LEE JACKSON HIGHWAY FAIRFAX, VA 22033			President business unit	

Signatures

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

11/20/2006

__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 2/6/2002, with one-third of the total grant vesting on 2/6/2003, one-third vesting on 2/6/2004, and the remaining one-third vesting on 2/6/2005.
- (2) The options were granted on 8/15/2003, with one-third of the total grant vesting on 8/15/2004, one-third vesting on 8/15/2005, and the remaining one-third vesting on 8/15/2006.
- (3) The options were granted on 10/25/2004, with one third of the total grant vesting on 10/25/2005, one-third vesting on 10/25/2006, and the remaining one-third vesting on 10/25/2007.

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.